THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in ZhongAn Online P & C Insurance Co., Ltd., you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



眾安在綫財產保險股份有限公司
ZHONGAN ONLINE P & C INSURANCE CO., LTD.*

*(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as "**ZA Online Fintech P & C**")*

(Stock Code: 6060)

(1) PROPOSED ABOLITION OF THE SUPERVISORY COMMITTEE
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Conference Room Xin Pu Zhu Lin, 2/F, 219 Yuanmingyuan Road, Huangpu District, Shanghai, the PRC at 10 a.m. on Friday, December 4, 2026 is set out on pages 510 to 511 of this circular.

A proxy form for use at the EGM is enclosed with this circular. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM (i.e. before 10 a.m. on Thursday, December 3, 2026), or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

** For identification purposes only and carrying on business in Hong Kong as "**ZA Online Fintech P & C**"*

November 17, 2026

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

"Articles of Association"	the articles of association of the Company
"Audit and Consumer Rights Protection Committee"	the audit and consumer rights protection committee of the Company
"Board"	the board of directors of the Company
"Company"	ZhongAn Online P & C Insurance Co., Ltd. (眾安在綫財產保險股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and carrying on business in Hong Kong as "ZA Online Fintech P & C", the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6060)
"Company Law"	the Company Law of the People's Republic of China, as amended, supplemented or otherwise modified from time to time
"Director(s)"	the director(s) of the Company
"Domestic Shares"	ordinary shares with a nominal value of RMB1.00 each issued by the Company, which are subscribed for or credited as fully paid in RMB
"EGM"	the 2026 first extraordinary general meeting of the Company to be held at Conference Room Xin Pu Zhu Lin, 2/F, 219 Yuanmingyuan Road, Huangpu District, Shanghai, the PRC on Friday, December 4, 2026 at 10:00 a.m. for the Shareholders to consider and, if thought fit, to approve the resolutions contained in the notice of the EGM, or any adjournment thereof
"H Shares"	overseas listed foreign invested ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars on the Stock Exchange, and "H Share" means any such share
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time

"notice of EGM"	the notice convening the EGM as set out on pages 510 to 511 of this circular
"PRC"	the People's Republic of China, excluding, for the purpose of this circular only, Hong Kong, Taiwan and the Macau Special Administrative Region
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	Domestic Shares and/or H Shares
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisor(s)"	the member(s) of the Supervisory Committee of the Company
"Supervisory Committee"	the supervisory committee of the Company established pursuant to the Company Law



眾安在綫財產保險股份有限公司
ZHONGAN ONLINE P & C INSURANCE CO., LTD.*

*(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as "**ZA Online Fintech P & C**")*

(Stock Code: 6060)

Executive Directors:
Mr. Xing Jiang
Mr. Gaofeng Li

Non-executive Directors:
Mr. Hai Yin *(Chairman)*
Mr. Yaping Ou
Mr. Liangxun Shi
Mr. Shuang Zhang
Mr. Hugo Jin Yi Ou

Independent non-executive Directors:
Ms. Vena Wei Yan Cheng
Ms. Gigi Wing Chee Chan
Mr. Stanley Chiu Fai Choi
Mr. Hongjun Zhong

Headquarters and Principal Place of Business in the PRC:
3F-6F, 88 Anren Building, 68 Huqiu Road
MFB1, MF102, MF201-1401, 108 Beijing East Road
4-5/F, Associate Mission Building
169 Yuanmingyuan Road
219 Yuanmingyuan Road (headquarters)
Huangpu District
Shanghai
PRC

Registered Office:
4-5/F, Associate Mission Building
169 Yuanmingyuan Road
Shanghai
PRC

Principal Place of Business in Hong Kong:
Room 1910, 19/F
Lee Garden One, 33 Hysan Avenue
Causeway Bay, Hong Kong

November 17, 2026

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED ABOLITION OF THE SUPERVISORY COMMITTEE
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
(3) NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

* *For identification purposes only and carrying on business in Hong Kong as "**ZA Online Fintech P & C**"*

1. INTRODUCTION

The purpose of this circular is, among other things, to provide you with the notice of the EGM and with the information on certain resolutions to be considered at the EGM to enable you to make an informed decision on whether to vote for or against such resolutions at the EGM.

2. PROPOSED ABOLITION OF THE SUPERVISORY COMMITTEE

Reference is made to the Company's announcement dated October 30, 2026, in relation to, among other things, the proposed abolition of the Supervisory Committee.

Pursuant to Article 121 of the Company Law, a joint stock limited company can, in accordance with its articles of association, instead of setting up a supervisory committee or having supervisor(s), establish an audit committee comprising the directors of the board of directors to exercise the power of the Supervisory Committee as prescribed under the Company Law. Having regard to the above provision and the actual circumstances of the Company, the Board proposes to abolish the Supervisory Committee, and the Audit and Consumer Rights Protection Committee of the Board shall exercise the functions and powers of the Supervisory Committee as stipulated in the Company Law and the regulatory regime.

The proposed abolition of the Supervisory Committee shall take effect on the effective date of the amended Articles of Association. The Company will no longer maintain the Supervisory Committee from the date on which the amended Articles of Association become effective, whereupon the existing Supervisors will retire and the Rules of Procedures of the Supervisory Committee will be abolished accordingly.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated October 30, 2026, in relation to, among other things, the proposed amendments to the Articles of Association.

Having regard to the actual circumstances of the Company and the relevant regulatory requirements, the Board proposes to make certain amendments to the Articles of Association. The proposed amendments to the Articles of Association are intended to, among other things: (i). update various provisions contained in the existing Articles of Association to ensure alignment with the applicable uncertificated securities market-related rules and regulations; (ii). make amendments based on the Company's governance practices and in accordance with the latest revised and effective Company Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (Announcement of the China Securities Regulatory Commission [2023] No. 43), the Guidelines for the Articles of Association of Listed Companies (Announcement of the China Securities Regulatory Commission [2025] No. 6), the Notice of the National Financial Regulatory Administration on Matters Related to the Alignment between Corporate Governance Regulatory Provisions and the Company Law (Jin Gui [2024] No. 23), and other relevant laws, regulations and regulatory requirements; (iii). remove the provisions relating to the Supervisory Committee; and (iv). incorporate other housekeeping changes.

The proposed amendments to the Articles of Association shall become effective only upon approval by the National Financial Regulatory Administration, prior to which the existing Articles of Association shall remain in full force and effect.

The EGM is requested to authorise the Board who shall delegate to the Chairman or his authorised representative to make necessary and appropriate corresponding amendments to the Articles of Association in accordance with the revision requirements put forward by the relevant regulatory authorities, the administration for industry and commerce registration and the stock exchange, in the course of submitting the Articles of Association for approval.

Details of the proposed amendments to the Articles of Association are set out in Appendix I to Appendix III to this circular. Save for the proposed amendments set out in Appendix I to Appendix III to this circular, other chapters and articles of the Articles of Association remain unchanged. The English version of the Articles of Association is an unofficial translation of the Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

4. EGM

The EGM will be convened at Conference Room Xin Pu Zhu Lin, 2/F, 219 Yuanmingyuan Road, Huangpu District, Shanghai, the PRC at 10:00 a.m. on Friday, December 4, 2026. The notice of the EGM is set out on pages 510 to 511 of this circular. In order to determine the list of Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Tuesday, December 1, 2026 to Friday, December 4, 2026, both days inclusive, during which period no transfer of Shares will be registered. Unregistered holders of Shares of the Company who wish to attend the EGM must lodge the share certificates accompanied by transfer documents with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the Company's office of the Board at 4-5/F, Associate Mission Building, 169 Yuanmingyuan Road, Shanghai, the PRC (for holders of Domestic Shares) no later than 4:30 p.m. on Monday, November 30, 2026 for registration. Shareholders whose names appear on the register of members of the Company on Friday, December 4, 2026, shall be entitled to attend and vote at the EGM.

The proxy form for use at the EGM is enclosed to this circular and also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zhongan.com). Shareholders who intend to appoint a proxy to attend the EGM shall complete the proxy form and return the same to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or the office of the Board of the Company at 4-5/F, Associate Mission Building, 169 Yuanmingyuan Road, Shanghai, the PRC (for holders of Domestic Shares) not less than 24 hours before the time fixed for the holding of the EGM (i.e. before 10:00 a.m. on Thursday, December 3, 2026). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes.

All voting at the EGM will be conducted by poll.

5. RECOMMENDATION

The Board considers that all the resolutions set out in the notice of the EGM for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favor of all the resolutions to be proposed at the EGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable inquiries, 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.

Yours faithfully
By order of the Board
ZhongAn Online P & C Insurance Co., Ltd.*
Hai Yin
Chairman

* *For identification purposes only and carrying on business in Hong Kong as "**ZA Online Fintech P & C**"*

Note: Deletions are indicated by strikethrough and additions by underline, and "…" denotes omitted unchanged content.

This table sets out the amendments to the Articles of Association of the Company and its annexes, the Rules of Procedures of the Shareholders' Meetings and the Rules of Procedures of the Board of Directors. The items in the various parts are numbered consecutively.

No.	**Articles Before Revision**	**Articles After Revision**
1	The Articles of Association have been passed by vote at the inaugural meeting on July 19, 2013 upon approval of the CIRC and shall take effect from the date of the listing of H shares publicly issued by the Company on the Stock Exchange of Hong Kong Limited.	The Articles of Association have been passed by vote at the inaugural meeting on July 19, 2013 upon approval of the Insurance Regulatory Authority ~~CIRC~~ and shall take effect from the date of the listing of H shares publicly issued by the Company on the Stock Exchange of Hong Kong Limited.

No.	Articles Before Revision	Articles After Revision
2	**Article 1** The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), Insurance Law of the People's Republic of China (the "Insurance Law"), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions"), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong from the Overseas Listing Division of the CSRC and the Production Systems Division of the State Commission for Restructuring the Economic Systems (the "Overseas Letter from CSRC"), the Guidelines for Articles of Association of Insurance Companies (the "Guidelines for Articles of Associations"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Corporate Governance Guidelines for Banking and Insurance Institutions (the "Governance Guidelines"), and other relevant provisions, to safeguard the legitimate rights and interests of ZhongAn Online P & C Insurance Co., Ltd. (the "Company"), its shareholders and creditors, and to regulate the organization and activities of the Company.	**Article 1** The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), Insurance Law of the People's Republic of China (the "Insurance Law"), ~~Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions"), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong from the Overseas Listing Division of the CSRC and the Production Systems Division of the State Commission for Restructuring the Economic Systems (the "Overseas Letter from CSRC"),~~ the Securities Law of the People's Republic of China (the "Securities Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the "Trial Administrative Measures"), the Guidelines for Articles of Association of Insurance Companies (the "Guidelines for Articles of Associations"), the Corporate Governance Guidelines for Banking and Insurance Institutions (the "Governance Guidelines"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), and with reference to the relevant

No.	Articles Before Revision	Articles After Revision
		requirements of the Guidance for the Articles of Association of Listed Companies, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), the Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS of the Laws of Hong Kong) (the "Uncertificated Securities Market Rules") and the Securities and Futures (Approved Securities Registrars) Rules (Chapter 571AT of the Laws of Hong Kong) (the "Approved Securities Registrars Rules") on corporate governance ~~the Corporate Governance Guidelines for Banking and Insurance Institutions~~ and other relevant provisions, to safeguard the legitimate rights and interests of ZhongAn Online P & C Insurance Co., Ltd. (the "Company"), its shareholders, employees and creditors, and to regulate the organization and activities of the Company.

No.	Articles Before Revision	Articles After Revision
3	**Article 2** The Company is a joint stock limited company established in accordance with the Company Law, the Insurance Law, the Special Provisions and other relevant laws and administrative regulations of the state. The Promoters of the Company are Zhejiang Alibaba E-commerce Co., Ltd. (now renamed as Ant Group Co., Ltd.), Shenzhen Tencent Computer Systems Company Limited, Ping An Insurance (Group) Co. of China, Ltd., Unifront Holding Limited, Shenzhen Jia De Xin Investment Company Limited, Beijing Ctrip International Travel Agency Limited, Cnhooray Internet Technology Co. Ltd., Shanghai Yuanqiang Investment Company Limited and Shenzhen Rixun Internet Company Limited. The Company was established on September 29, 2013 by way of promotion with approval of the National Financial Regulatory Administration (the "NFRA", originally "China Banking and Insurance Regulatory Commission", originally "China Insurance Regulatory Commission") under Bao Jian Xu Ke [2013] No.307, registered with the Shanghai Administration for Industry and Commerce on October 9, 2013 and obtained the business license on October 9, 2013 with the unified social credit code of 91310000080013687R.	**Article 2** The Company is a joint stock limited company established in accordance with the Company Law, the Insurance Law~~, the Special Provisions~~ and other relevant laws and administrative regulations of the state. The Promoters of the Company are Zhejiang Alibaba E-commerce Co., Ltd. (now renamed as Ant Group Co., Ltd.), Shenzhen Tencent Computer Systems Company Limited, Ping An Insurance (Group) Co. of China, Ltd., Unifront Holding Limited, Shenzhen Jia De Xin Investment Company Limited, Beijing Ctrip International Travel Agency Limited, Cnhooray Internet Technology Co. Ltd., Shanghai Yuanqiang Investment Company Limited and Shenzhen Rixun Internet Company Limited. The Company was established on September 29, 2013 by way of promotion with approval of the National Financial Regulatory Administration (the "NFRA", originally "China Banking and Insurance Regulatory Commission"~~,~~ and originally "China Insurance Regulatory Commission" (collectively, the "Insurance Regulatory Authority")) under Bao Jian Xu Ke [2013] No.307, registered with the Shanghai Municipal Administration for Market Regulation (originally "Shanghai Administration for Industry and Commerce") on October 9, 2013 and obtained the business license on October 9, 2013 with the unified social credit code of 91310000080013687R.

No.	Articles Before Revision	Articles After Revision
4	—	**Article 3** Subject to the approval of the competent authority authorised by the State Council and The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), the Company initially issued 469,812,900 overseas listed shares listed on the Hong Kong Stock Exchange (the "H Shares") on September 28, 2017 and listed on the Main Board of the Hong Kong Stock Exchange. Subject to the approval of the Hong Kong Stock Exchange, the Company issued an aggregate of 215,000,000 H Shares to qualified placees on July 4, 2025 and listed on the Main Board of the Hong Kong Stock Exchange.
5	**Article 21** The registered capital of the Company is RMB1,469,812,900.	**Article ~~21~~ 6** The registered capital of the Company is RMB1,684,812,900 ~~1,469,812,900~~.
6	**Article 6** The Company is subject to the jurisdiction and protection of laws, rules and regulations of the People's Republic of China, and is monitored and administrated by the NFRA.	**Article ~~6~~ 8** The Company is subject to the jurisdiction and protection of laws, rules and regulations of the People's Republic of China, and is monitored and administrated by the Insurance Regulatory Authority ~~NFRA~~.
7	**Article 7** The chairman of the board of directors shall be the legal representative of the Company.	**Article ~~9~~7** The chairman of the board of directors shall be the legal representative of the Company. Where the Chairman resigns, he or she shall be deemed to have resigned as the legal representative at the same time.

No.	Articles Before Revision	Articles After Revision
8	**Article 8** The entire capital of the Company is divided into shares with same par value per share. Shareholders shall assume their liabilities to the extent of their respective subscribed shares in the Company, and the Company shall be liable for its debts with all of its assets.	**Article ~~8~~ 10** The entire capital of the Company is divided into shares with same par value per share. Shareholders shall assume their liabilities to the extent of their respective subscribed shares in the Company shall be liable for its debts with all of its ~~assets~~ property.
9	**Article 9** The original articles of association have been effective since the date of registration of the Company. The Articles of Association shall take effect after being considered and passed at the shareholders' general meeting, upon approval of the NFRA and the listing of H shares publicly issued by the Company on the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). After the Articles of Association come into effect, the original articles of association shall be superseded by the Articles of Association. After the Company's Articles of Association becomes effective, it shall act as a legally binding document for standardizing the Company's structure and behaviors, and the rights and obligations between the Company and its shareholders and also among the shareholders. The Articles of Association may be amended in accordance with provisions of laws and regulations and the Articles of Association. The Articles of Association will be binding upon the Company, its shareholders, directors, supervisors, general manager and other members of senior management. The aforesaid personnel shall all have the right to propose claims concerning the affairs of the Company in accordance with the Articles of Association.	**Article ~~9~~ 11** ~~The original articles of association have been effective since the date of registration of the Company.~~ ~~The Articles of Association shall take effect after being considered and passed at the shareholders' general meeting, upon approval of the NFRA and the listing of H shares publicly issued by the Company on the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). After the Articles of Association come into effect, the original articles of association shall be superseded by the Articles of Association.~~ After the Company's Articles of Association becomes effective, it shall act as a legally binding document for standardizing the Company's structure and behaviors, and the rights and obligations between the Company and its shareholders and also among the shareholders. The Articles of Association may be amended in accordance with provisions of laws and regulations and the Articles of Association. The Articles of Association will be binding upon the Company, its shareholders, directors, ~~supervisors,~~ general manager and other members of senior management. The aforesaid personnel shall all have the right to propose claims concerning the affairs of the Company in accordance with the Articles of Association.

No.	Articles Before Revision	Articles After Revision
	Pursuant to the Articles of Association, shareholders may prosecute the Company; the Company may prosecute its shareholders; a shareholder may prosecute other shareholders. Shareholders may prosecute the directors, supervisors, general manager and other members of senior management of the Company pursuant to the Company Law, other relevant provisions and the Articles of Association. For the purpose of the foregoing paragraph, "prosecute" includes the initiation of proceedings in a court or the application for arbitration to an arbitration institution. If any inconsistency arises between the contents of the Promoters' Agreement, Shareholders' Capital Contribution Agreement or other shareholders' agreements of the Company and these Articles of Association, these Articles of Association shall prevail.	Pursuant to the Articles of Association, shareholders may prosecute the Company; ~~the Company may prosecute its shareholders;~~ a shareholder may prosecute other shareholders;~~.~~ s~~S~~hareholders may prosecute the directors, ~~supervisors,~~ general manager and other members of senior management of the Company ~~pursuant to the Company Law, other relevant provisions and the Articles of Association~~; and the Company may prosecute its shareholders, directors and other members of senior management. For the purpose of the foregoing paragraph, "prosecute" includes the initiation of proceedings in a court or the application for arbitration to an arbitration institution. If any inconsistency arises between the contents of the Promoters' Agreement, Shareholders' Capital Contribution Agreement or other shareholders' agreements of the Company and these Articles of Association, these Articles of Association shall prevail.
10	—	**Article 13** The senior management referred to in the Articles of Association shall include the general manager, deputy general manager, assistant to general manager, secretary to the board of directors, financial director, chief compliance officer, audit director, chief actuary and other senior management members prescribed in the Articles of Association and the applicable regulatory provisions.

No.	Articles Before Revision	Articles After Revision
11	**Article 11** The Company must comply with laws and regulations, implement the uniform directives and policies of the State on finance and insurance, and must be subject to the supervision and administration of the NFRA.	**Article ~~11~~ 14** The Company must comply with laws and regulations, implement the uniform directives and policies of the State on finance and insurance, and must be subject to the supervision and administration of the Insurance Regulatory Authority ~~NFRA~~.
12	**Article 13** As approved by the company registration authority, the Company's business scope includes: Enterprise/household property insurance directly related to internet transactions, cargo insurance, liability insurance, credit guarantee insurance, short-term health/ accident insurance, auto insurance, including mandatory vehicle accident insurance and vehicle commercial insurance, ceded reinsurance business and assumed reinsurance business (only for facultative assumed reinsurance) related to the above business, business allowed by national laws and regulations to utilize insurance funds, insurance information service business and other business allowed by NFRA. The business scope of the Company shall be subject to approval of the NFRA and the company registration authority.	**Article ~~13~~ 16** As approved by the company registration authority, the Company's business scope includes: Enterprise/household property insurance directly related to internet transactions, cargo insurance, liability insurance, credit guarantee insurance, short-term health/ accident insurance, auto insurance, including mandatory vehicle accident insurance and vehicle commercial insurance, ceded reinsurance business and assumed reinsurance business (only for facultative assumed reinsurance) related to the above business, business allowed by national laws and regulations to utilize insurance funds, insurance information service business and other business allowed by NFRA. The business scope of the Company shall be subject to approval of the Insurance Regulatory Authority ~~NFRA~~ and the company registration authority.

No.	Articles Before Revision	Articles After Revision
13	**Article 14** The Company shall, at all times, have ordinary shares. The ordinary shares issued by the Company include domestic shares and foreign shares. The Company may, upon the approval by the departments in charge of company examination and approval as authorized by the State Council, have other classes of shares if necessary.	~~**Article 14** The Company shall, at all times, have ordinary shares. The ordinary shares issued by the Company include domestic shares and foreign shares. The Company may, upon the approval by the departments in charge of company examination and approval as authorized by the State Council, have other classes of shares if necessary.~~
14	**Article 15** The Company shall issue shares under the principles of openness, fairness and equality and shares of the same class shall carry same rights. The issue conditions and price per share of the same class in the same issue shall be the same; the same price shall be paid for each share subscribed for by any entities or individuals.	**Article ~~15~~ 17** The shares shall take the form of share certificates. The Company shall issue shares under the principles of openness, fairness and equality and shares of the same class shall carry same rights. The issue conditions and price per share of the same class in the same issue shall be the same; the same price shall be paid for each share subscribed for by any entities or individuals.
15	**Article 16** All the shares issued by the Company shall bear a par value and have a par value denominated in RMB which shall be RMB1 for each share.	**Article ~~16~~ 18** All the par value shares issued by the Company shall ~~bear a par value and~~ have a par value denominated in RMB which shall be RMB1 for each share.

No.	Articles Before Revision	Articles After Revision
16	**Article 17** The Company may, with approval from the NFRA and the securities regulatory authorities under the State Council, issue shares to domestic and overseas investors. For the purpose of the foregoing paragraph, the term "overseas investors" shall refer to investors from foreign countries or the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan that subscribe for shares issued by the Company. The term "domestic investors" shall refer to investors inside the People's Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.	~~**Article 17** The Company may, with approval from the NFRA and the securities regulatory authorities under the State Council, issue shares to domestic and overseas investors.~~ ~~For the purpose of the foregoing paragraph, the term "overseas investors" shall refer to investors from foreign countries or the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan that subscribe for shares issued by the Company. The term "domestic investors" shall refer to investors inside the People's Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.~~
17	**Article 18** The shares issued by the Company to domestic investors for subscription in RMB shall be referred to as domestic shares. The shares issued by the Company to overseas investors for subscription in foreign currencies shall be referred to as foreign shares. The shares listed and traded on overseas stock exchanges with approvals from the authorities delegated by the State Council and overseas securities regulatory authorities shall be referred to as overseas-listed shares. The foreign shares that are listed neither domestically nor abroad shall be referred to as unlisted foreign shares.	**Article ~~18~~ 19** The shares issued by the Company to domestic investors for subscription in RMB shall be referred to as domestic shares. The shares issued by the Company to overseas investors for subscription in foreign currencies shall be referred to as foreign shares. ~~The shares listed and traded on overseas stock exchanges with approvals from the authorities delegated by the State Council and overseas securities regulatory authorities shall be referred to as overseas-listed shares. The foreign shares that are listed neither domestically nor abroad shall be referred to as unlisted foreign shares.~~

No.	Articles Before Revision	Articles After Revision
	For the purpose of the foregoing paragraph, the term "foreign currencies" shall refer to the legal currencies of countries or districts outside the PRC which are recognized by the foreign exchange authority of the State and which can be used for payment of shares to the Company. Upon the completion of overseas offering and listing of the Company's shares, the Company's shareholders may transfer to overseas investor or convert into overseas listed foreign shares, the whole or part of their unlisted shares (as defined below) for overseas listing and trading, upon approvals of the State Council or its securities regulatory authorities, which shall not be deemed as the Company intention to change or cancel the rights of class shareholders. Listing and trading of such shares on overseas stock exchange(s) shall also comply with the regulatory procedures, provisions and requirements of overseas securities market(s). No shareholder's general meeting or shareholder's class meeting for voting is required in respect of the aforementioned shares to be listed and traded on overseas stock exchanges or the domestic shares to be converted into foreign shares and listed and traded on overseas stock exchanges under the aforementioned circumstance. Domestic shares and unlisted foreign shares (hereinafter collectively as "unlisted shares") held by the Company's shareholders will be converted to overseas-listed shares after obtaining the approval for overseas listing and trading, and are within the same class of shares together with the original overseas-listed shares.	Where the foreign shares are listed overseas, they are referred to as overseas-listed foreign shares. Both holders of domestic shares and holders of overseas-listed foreign shares are holders of ordinary shares, and have and bear the same rights and obligations. For the purpose of the foregoing paragraph, the term "foreign currencies" shall refer to the legal currencies of countries or districts outside the PRC which are recognized by the foreign exchange authority of the State and which can be used for payment of shares to the Company. ~~Upon the completion of overseas offering and listing of the Company's shares, the Company's shareholders may transfer to overseas investor or convert into overseas listed foreign shares, the whole or part of their unlisted shares (as defined below) for overseas listing and trading, upon approvals of the State Council or its securities regulatory authorities, which shall not be deemed as the Company intention to change or cancel the rights of class shareholders. Listing and trading of such shares on overseas stock exchange(s) shall also comply with the regulatory procedures, provisions and requirements of overseas securities market(s). No shareholder's general meeting or shareholder's class meeting for voting is required in respect of the aforementioned shares to be listed and traded on overseas stock exchanges or the domestic shares to be converted into foreign shares and listed and traded on overseas stock exchanges under the aforementioned circumstance. Domestic shares and unlisted~~

No.	Articles Before Revision	Articles After Revision
		~~foreign shares (hereinafter collectively as "unlisted shares") held by the Company's shareholders will be converted to overseas-listed shares after obtaining the approval for overseas listing and trading, and are within the same class of shares together with the original overseas-listed shares.~~ Foreign shares issued by the Company and which are listed in Hong Kong shall be referred to as H shares. H shares are shares which have been admitted for listing on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), the par value of which are denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.

No.	Articles Before Revision	Articles After Revision
		~~Unlisted~~ Domestic shares issued by the Company are under centralized depositary of China Securities Depository and Clearing Corporation Limited; the registration and clearing arrangements for the H Shares subject to the applicable laws, regulations and regulatory requirements of the place where the Company's shares are listed.~~whereas the overseas listed shares issued by the Company are under centralized depositary of Hong Kong Securities Clearing Company Limited or share registrar.~~
18	**Article 19** With the approval by the departments in charge of company examination and approval as authorized by the State Council, the Company is authorized to issue up to a total of 1,439,918,900 ordinary shares. The total number of ordinary shares approved for issue upon the Company's establishment was 1,000,000,000 shares, all of which will be subscribed by promoters.	~~**Article 19** With the approval by the departments in charge of company examination and approval as authorized by the State Council, the Company is authorized to issue up to a total of 1,439,918,900 ordinary shares. The total number of ordinary shares approved for issue upon the Company's establishment was 1,000,000,000 shares, all of which will be subscribed by promoters.~~

<table>
<tr><th>No.</th><th>Articles Before Revision</th><th>Articles After Revision</th></tr>
<tr><td>19</td><td>

Article 22 The Company's share capital structure is: 1,469,812,900 ordinary shares in total, among which 50,000,000 are unlisted shares, representing 3.4018% of the total ordinary shares issued by the Company; and 1,419,812,900 are overseas listed shares, representing 96.5982% of the total ordinary shares issued by the Company. The Company's shareholding structure is set out as below:

<table>
<tr><th>Full name of shareholder</th><th>Number of shares held (share)</th><th>Shareholding percentage</th></tr>
<tr><td>Domestic shares:</td><td></td><td></td></tr>
<tr><td>Shanghai Yuanqiang Investment Company Limited</td><td>50,000,000</td><td>3.4018%</td></tr>
<tr><td>Total domestic shares</td><td>50,000,000</td><td>3.4018%</td></tr>
<tr><td>Total overseas listed foreign shares</td><td>1,419,812,900</td><td>96.5982%</td></tr>
<tr><td>Total share capital</td><td>1,469,812,900</td><td>100.0000%</td></tr>
</table>

Unlisted shares issued by the Company are under centralized depositary of China Securities Depository and Clearing Corporation Limited; whereas the overseas listed shares issued by the Company are under centralized depositary of Hong Kong Securities Clearing Company Limited or share registrar.

</td><td>

Article ~~22~~ 21 The Company~~'s share capital structure is: 1,469,812,900~~has issued 1,684,812,900 shares, all of which are ordinary shares~~ ~~in total, among which 50,000,000 are unlisted shares, representing 3.4018% of the total ordinary shares issued by the Company; and 1,419,812,900 are overseas listed shares, representing 96.5982% of the total ordinary shares issued by the Company~~. The Company's shareholding structure is set out as below:

<table>
<tr><th>Full name of shareholder</th><th>Number of shares held (share)</th><th>Shareholding percentage</th></tr>
<tr><td>Domestic shares:</td><td></td><td></td></tr>
<tr><td>Shanghai Yuanqiang Investment Company Limited</td><td>50,000,000</td><td>2.9677%
~~3.4018%~~</td></tr>
<tr><td>Total domestic shares</td><td>50,000,000</td><td>2.9677%
~~3.4018%~~</td></tr>
<tr><td>Total ~~overseas listed foreign shares~~ H Shares</td><td>1,634,812,900
~~1,419,812,900~~</td><td>97.0323%
~~96.5982%~~</td></tr>
<tr><td>Total share capital</td><td>1,684,812,900
~~1,469,812,900~~</td><td>100.0000%</td></tr>
</table>

* Please refer to Schedule 1 for the information on the previous share transfers.

</td></tr>
</table>

No.	Articles Before Revision	Articles After Revision
20	—	**Article 22** Save as otherwise provided or permitted by the Uncertificated Securities Market Rules, with effect from (and including) the date on which the H Shares of the Company become Participating Securities (as defined in the Uncertificated Securities Market Rules) (the "Participation Date"), the Company shall no longer issue new share certificates in respect of any such H Shares. Title to shares which are Participating Securities shall be evidenced by the entry of the name of the holder in the register of members or, where the shares are held through the Uncertificated Securities Registration and Transfer System (as defined in the SFO) (the "Electronic System"), by a statement or confirmation issued by the relevant Electronic System. An entry in the register of members, or a statement or confirmation issued by the Electronic System, shall constitute sufficient evidence of title to the shares to which it relates. The Company shall comply with all applicable laws and regulations and, in accordance with the requirements of the uncertificated securities market regime, procure that its shares are held, transferred and registered in uncertificated form, including, in accordance with the requirements of the uncertificated securities market regime, processing notices of corporate actions and holders' instructions by electronic means.

No.	Articles Before Revision	Articles After Revision
		For the avoidance of doubt, the foregoing provisions shall apply (without limitation) in the following circumstances: (i) following any issue, allotment, transfer, transmission by operation of law, consolidation or subdivision of the H Shares of the Company, where such issue, allotment, transfer, transmission by operation of law, consolidation or subdivision is registered in the register of members on or after the Participation Date; or (ii) where, for any reason, a holder of H Shares applies for a replacement share certificate for such H Shares and the replacement share certificate has not been issued prior to the Participation Date. Nothing in the foregoing shall affect the validity of any share certificate for H Shares issued by the Company prior to the Participation Date which has not been cancelled.
21	—	**Article 23** With effect from the Participation Date, shares held in certificated form may be dematerialized (as defined in the Uncertificated Securities Market Rules) ("Dematerialization") in accordance with the Uncertificated Securities Market Rules.

No.	Articles Before Revision	Articles After Revision
		The Company or its Approved Securities Registrar (as defined in the Approved Securities Registrars Rules) (the Approved Securities Registrar) may charge the holders and/or transferees of shares a reasonable dematerialization fee in respect of the dematerialization of shares, as determined by the Directors, which shall not exceed any applicable cap under the Approved Securities Registrars Rules. Such fee may be charged whether the dematerialization is initiated by the Company or effected at the request of the holder or transferee. Shares of the Company held in uncertificated form may be rematerialized (as defined in the Uncertificated Securities Market Rules) ("Rematerialization") in the circumstances provided or permitted by the Uncertificated Securities Market Rules. Following any Rematerialization, the Company shall, as soon as reasonably practicable, issue to the relevant shareholder(s), free of charge, share certificates in such number and denomination as required by the Uncertificated Securities Market Rules. Where one (1) share is held by more than one (1) person, only one (1) share certificate may be issued in respect of that share.

No.	Articles Before Revision	Articles After Revision
22	**Article 20** Upon the Company's establishment, all promoters have contributed in the form of money, the registered capital is RMB1,000,000,000. The name of each promoter, number of shares subscribed, amount of shares subscribed, shareholding percentage and date of capital contribution are shown in the promoter table below: … As approved by the relevant companies authority delegated by the State Council, after its initial public offering of the overseas listed shares for listing on the Hong Kong Stock Exchange on September 28, 2017, as of December 31, 2017, the Company's share capital structure is: 1,469,812,900 ordinary shares in total, among which 1,000,000,000 are domestic shares, representing 68.04% of the Company's total ordinary shares then in issue; and 469,812,900 are overseas listed shares, representing 31.96% of the Company's total ordinary shares then in issue. * Please refer to Schedule 1 for the information on the previous share transfer.	**Article 20** Upon the Company's establishment, all promoters have contributed in the form of money, the registered capital is RMB1,000,000,000. The name of each promoter, number of shares subscribed, amount of shares subscribed, shareholding percentage and date of capital contribution are shown in the promoter table below: … ~~As approved by the relevant companies authority delegated by the State Council, after its initial public offering of the overseas listed shares for listing on the Hong Kong Stock Exchange on September 28, 2017, as of December 31, 2017, the Company's share capital structure is: 1,469,812,900 ordinary shares in total, among which 1,000,000,000 are domestic shares, representing 68.04% of the Company's total ordinary shares then in issue; and 469,812,900 are overseas listed shares, representing 31.96% of the Company's total ordinary shares then in issue.~~ ~~* Please refer to Schedule 1 for the information on the previous share transfer.~~

No.	Articles Before Revision	Articles After Revision
23	**Article 23** Subject to the approval of the Company's plans for issuing overseas listed shares and domestic shares by the securities regulatory authorities of the State Council, the board of directors of the Company may arrange for implementation of such plan by separate issues. The Company may separately implement its plan for issuing overseas-listed shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval of the securities regulatory authorities of the State Council.	~~**Article 23** Subject to the approval of the Company's plans for issuing overseas listed shares and domestic shares by the securities regulatory authorities of the State Council, the board of directors of the Company may arrange for implementation of such plan by separate issues.~~ ~~The Company may separately implement its plan for issuing overseas-listed shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval of the securities regulatory authorities of the State Council.~~
24	**Article 24** Where the Company issues overseas-listed shares and domestic shares respectively within the total number of shares specified in the issuance plan, the respective shares shall be fully subscribed for in one go. Where it is impossible for respective shares to be fully subscribed for in one go under exceptional circumstances, the shares may be issued in several tranches subject to the approval of the securities regulatory authorities of the State Council.	~~**Article 24** Where the Company issues overseas-listed shares and domestic shares respectively within the total number of shares specified in the issuance plan, the respective shares shall be fully subscribed for in one go. Where it is impossible for respective shares to be fully subscribed for in one go under exceptional circumstances, the shares may be issued in several tranches subject to the approval of the securities regulatory authorities of the State Council.~~
25	Section 3 Financial Assistance for Acquisition of the Company's Shares	~~Section 3 Financial Assistance for Acquisition of the Company's Shares~~

No.	Articles Before Revision	Articles After Revision
26	**Article 32** The Company or its subsidiaries shall not, by any means at any time, provide any financial assistance to a person who is acquiring or is proposing to acquire shares of the Company, including the directors, supervisors and senior management members of the Company. The said acquirer of shares of the Company shall include a person who directly or indirectly assumes any obligations for the purpose of acquiring shares of the Company. The Company or its subsidiaries shall not, by any means and at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations. The provisions in this Article shall not apply to the circumstances stated in Article 34 of this section.	~~**Article 32** The Company or its subsidiaries shall not, by any means at any time, provide any financial assistance to a person who is acquiring or is proposing to acquire shares of the Company, including the directors, supervisors and senior management members of the Company. The said acquirer of shares of the Company shall include a person who directly or indirectly assumes any obligations for the purpose of acquiring shares of the Company.~~ ~~The Company or its subsidiaries shall not, by any means and at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations.~~ ~~The provisions in this Article shall not apply to the circumstances stated in Article 34 of this section.~~ **Article 24** The Company and its subsidiaries (including its affiliates) shall not, in the form of gifts, advances, guarantees, loans or any other forms, provide financial assistance to any parties for the acquisition of shares in the Company or its parent company, save for the implementation of employee stock ownership plans by the Company.

No.	Articles Before Revision	Articles After Revision
		Subject to the special provisions of insurance regulation, for the benefit of the Company, upon a resolution passed by the shareholders' meeting, or a resolution made by the board of directors in accordance with these Articles of Association or the authorization of the shareholders' meeting, the Company may provide financial assistance to any parties for the acquisition of shares in the Company or its parent company, provided that the aggregate amount of such financial assistance shall not exceed ten percent (10%) of the total issued share capital. Resolutions of the board of directors shall be passed by the affirmative votes of at least two-thirds (2/3) of all directors. The Company shall not, by way of loans, guarantees or in any other form, provide financial assistance to its directors and senior management for their purchase of the Company's shares. Where any loss is caused to the Company as a result of any violation of the foregoing two paragraphs, the directors and senior management members who are at fault shall be liable for compensation.

No.	Articles Before Revision	Articles After Revision
27	**Article 33** For the purpose of this section, "financial assistance" includes but not limited to the following means: (I) Gift; (II) Guarantee (including the undertaking of liability or provisions of property by the guarantor to secure the performance of the obligation by the obligator), or indemnity (other than indemnity arising from the Company's own fault) and release or waiver of rights; (III) Provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, and a change in the parties to, and the assignment of rights arising under, such loan or contract; (IV) Any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when such assistance would lead to significant reduction in the Company's net assets. For the purpose of this section, "assuming an obligation" includes the assumption of obligations by way of contract or the entering into of an arrangement (whether enforceable or not, and whether entered into on its own account or with any other persons), or by the changing of the obligor's financial position by any other means.	~~**Article 33** For the purpose of this section, "financial assistance" includes but not limited to the following means:~~ ~~(I) Gift;~~ ~~(II) Guarantee (including the undertaking of liability or provisions of property by the guarantor to secure the performance of the obligation by the obligator), or indemnity (other than indemnity arising from the Company's own fault) and release or waiver of rights;~~ ~~(III) Provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, and a change in the parties to, and the assignment of rights arising under, such loan or contract;~~ ~~(IV) Any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when such assistance would lead to significant reduction in the Company's net assets.~~ ~~For the purpose of this section, "assuming an obligation" includes the assumption of obligations by way of contract or the entering into of an arrangement (whether enforceable or not, and whether entered into on its own account or with any other persons), or by the changing of the obligor's financial position by any other means.~~

No.	Articles Before Revision	Articles After Revision
28	**Article 34** The following activities shall not be deemed to be activities prohibited under Article 32 of this section, except for those prohibited by relevant laws, regulations and regulatory documents:	~~**Article 34** The following activities shall not be deemed to be activities prohibited under Article 32 of this section, except for those prohibited by relevant laws, regulations and regulatory documents:~~
	(I) The financial assistance by the Company is given in good faith and in the interest of the Company, and the principal purpose of the financial assistance is not for the acquisition of shares of the Company, or the financial assistance is an ancillary part of a master plan of the Company;	~~(I) The financial assistance by the Company is given in good faith and in the interest of the Company, and the principal purpose of the financial assistance is not for the acquisition of shares of the Company, or the financial assistance is an ancillary part of a master plan of the Company;~~
	(II) The lawful distribution of the Company's assets by way of dividends;	~~(II) The lawful distribution of the Company's assets by way of dividends;~~
	(III) The allotment of shares as dividends;	~~(III) The allotment of shares as dividends;~~
	(IV) A reduction of registered capital, a repurchase of shares or a reorganization of the capital structure of the Company in accordance with the Articles of Association;	~~(IV) A reduction of registered capital, a repurchase of shares or a reorganization of the capital structure of the Company in accordance with the Articles of Association;~~
	(V) The provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are reduced, the financial assistance is paid out of the distributable profits of the Company);	~~(V) The provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are reduced, the financial assistance is paid out of the distributable profits of the Company);~~

No.	Articles Before Revision	Articles After Revision
	(VI) The provision of money by the Company for an employee stock ownership plan (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is paid out of the distributable profits of the Company).	~~(VI) The provision of money by the Company for an employee stock ownership plan (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is paid out of the distributable profits of the Company).~~
29	**Article 26** Pursuant to laws, regulations, regulatory documents and the Articles of Association, upon the resolution of the shareholders' general meeting and the approval from NFRA and other relevant regulatory authorities, the Company may reduce its registered capital in accordance with the procedures stipulated by the Company Law, the Insurance Law, other relevant regulations and the Articles of Association. The Company shall prepare a balance sheet and a list of assets before the shareholders' general meeting passes its resolution.	**Article 25** If there is any change to its registered capital, the Company shall report such change to the Insurance Regulatory Authority for approval and apply for amendment registration to the registration authority according to the law. The increase or reduction of registered capital of the Company shall be made in accordance with the Company Law and the relevant provisions of the Insurance Regulatory Authority and other regulatory authorities, and follow the procedures stipulated in the Articles of Association.

No.	Articles Before Revision	Articles After Revision
	The Company shall notify its creditors within ten (10) days after the date of resolution on reducing the registered capital and announce it on a newspaper at least three times within thirty (30) days. Creditors have the right to request the Company to repay its debts or to provide relevant debt-settling guarantee within thirty (30) days after receiving the notice or within forty-five (45) days after the date of the first announcement if no such notice has been received. The Company's registered capital after capital reduction shall not be less than the statutory minimum amount. For a reduction in the registered capital by the Company, a change in registration shall be completed in accordance with relevant provisions of the Company Law, the NFRA and other regulatory authorities and the procedures stipulated by the Articles of Association.	~~**Article 26**~~**Article 27** ~~Pursuant to laws, regulations, regulatory documents and the Articles of Association, upon the resolution of the shareholders' general meeting and the approval from NFRA and other relevant regulatory authorities, the~~ The Company may reduce its registered capital in accordance with the procedures stipulated by the Company Law, the Insurance Law, other relevant regulations and the Articles of Association. **Article 263** The Company shall prepare a balance sheet and a list of assets when reducing its registered capital ~~before the shareholders' general meeting passes its resolution~~. The Company shall notify its creditors within ten (10) days after the date of resolution on reducing the registered capital passed by the shareholders' meeting and announce it on a newspaper (or the National Enterprise Credit Information Publicity System) and on the HKEXnews website (www.hkexnews.hk)~~at least three times~~ within thirty (30) days. Creditors have the right to request the Company to repay its debts or to provide relevant ~~debt-settling~~ guarantee within thirty (30) days after receiving the notice or within forty-five (45) days after the date of the ~~first~~ announcement if no such notice has been received.

No.	Articles Before Revision	Articles After Revision
		~~The Company's registered capital after capital reduction shall not be less than the statutory minimum amount.~~ For a reduction in the registered capital by the Company, the paid-in capital contribution or shares held by each shareholder shall be reduced proportionally in accordance with the proportion of shares held by such shareholder, unless otherwise provided by laws, regulations, Insurance Regulatory Authorities or the Articles of Association. ~~a change in registration shall be completed in accordance with relevant provisions of the Company Law, the NFRA and other regulatory authorities and the procedures stipulated by the Articles of Association.~~
30	**Article 25** The Company may, based on its business and development needs and in accordance with laws, regulations, regulatory documents and the Articles of Association, increase its capital in the following manners subject to resolutions being adopted by the shareholders' general meetings and approvals from NFRA and other relevant regulatory authorities: (I) Public offering of shares; (II) Non-public offering of shares; (III) Placing shares to its existing shareholders;	~~**Article 25**~~**Article 26** The Company may, based on its business and development needs and in accordance with laws, regulations, regulatory documents and the Articles of Association, increase its capital in the following manners subject to resolutions being adopted by the shareholders' ~~general~~ meetings and approvals from the Insurance Regulatory Authority ~~NFRA~~ and other relevant regulatory authorities: (I) Issuing shares to unspecified targets ~~Public offering of shares~~; (II) Issuing shares to specified targets ~~Non-public offering of shares~~; (III) Issuing bonus shares to its existing shareholders ~~Placing shares to its existing shareholders~~;

No.	Articles Before Revision	Articles After Revision
	(IV) Issuing bonus shares to its existing shareholders; (V) Capitalizing its capital common reserve; (VI) Any other means permitted by laws and administrative regulations and the relevant regulatory authorities. The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, complete a change in registration in accordance with the procedures stipulated in the relevant laws and administrative regulations of the PRC.	(IV) Capitalizing its capital reserve fund ~~Issuing bonus shares to its existing shareholders~~; (V) ~~Capitalizing its capital common reserve;~~ ~~(VI)~~ Any other means permitted by laws and administrative regulations and the relevant regulatory authorities including the CSRC, the Hong Kong Stock Exchange and the securities regulatory authorities of the place where the Company's shares are listed.~~.~~ The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, complete a change in registration in accordance with the procedures stipulated in the relevant laws and administrative regulations of the PRC. If the relevant laws, administrative regulations, departmental rules, other regulatory documents and the requirements of the securities regulatory authorities of the place where the Company's shares are listed otherwise have provisions in respect of matters related to the aforesaid issuance of new shares, such provisions shall prevail.

No.	Articles Before Revision	Articles After Revision
31	**Article 27** The Company may repurchase its shares under the following circumstances in accordance with the procedures set out in the Articles of Association and subject to the approval from the relevant competent authority of the PRC: (I) Reducing its registered capital; (II) Merging with other companies which hold shares of the Company; (III) Using its shares in the employee stock ownership plan or as share incentive; (IV) Acquiring shares held by shareholders who vote against any resolution proposed in any shareholders' general meeting on the merger or division of the Company upon their request; (V) Using the shares to satisfy the conversion of corporate bonds convertible into shares and issued by the Company; (VI) Safeguarding corporate value and shareholders' equity as the Company deems necessary.	**Article ~~27~~28** The Company shall not acquire its shares. However, t~~T~~he Company may ~~re~~purchase its shares under the following circumstances in accordance with the procedures set out in the Articles of Association ~~and subject to the approval from the relevant competent authority of the PRC~~: (I) Reducing its registered capital; (II) Merging with other companies which hold shares of the Company; (III) Using its shares in the employee stock ownership plan or as share incentive; (IV) Acquiring shares held by shareholders who vote against any resolution proposed in any shareholders' ~~general~~ meeting on the merger or division of the Company upon their request; (V) Using the shares to satisfy the conversion of corporate bonds convertible into shares and issued by the Company; (VI) Safeguarding corporate value and shareholders' equity as the Company deems necessary; (VII) Other circumstances permitted by laws, regulations and regulatory documents.

No.	Articles Before Revision	Articles After Revision
	The Company's purchase of its own shares pursuant to items (I) and (II) of paragraph 1 of this Article shall be subject to resolution of the shareholders' general meeting. The Company's purchase of its own shares pursuant to items (III), (V) and (VI) of this Article shall be subject to resolution of the Board meeting where at least two-thirds (2/3) of the directors are present. After the purchase of its own shares, the Company shall duly perform its duties in information disclosure in accordance with the Securities Law.	The Company's purchase of its own shares pursuant to items (I) and (II) of paragraph 1 of this Article shall be subject to resolution of the shareholders' ~~general~~ meeting. The Company's purchase of its own shares pursuant to items (III), (V) and (VI) of this Article shall be subject to resolution of the Board meeting where at least two-thirds (2/3) of the directors are present. After the purchase of its own shares in accordance with paragraph 1 of this Article, the Company shall ~~duly perform its duties in information disclosure~~, under the circumstance set forth in item (~~1~~I) of this Article, cancel them within ten (10) days after the purchase; while under the circumstance set forth in either item (~~2~~II) or (~~4~~IV), transfer or cancel them within six (6) months; and while under the circumstance set forth in item (~~3~~III), (~~5~~V) or (~~6~~VI), aggregately hold not more than ten percent (10%) of the total issued shares of~~that have been issued by~~ the Company, and transfer or cancel them within three (3) years ~~in accordance with the Securities Law~~.

No.	Articles Before Revision	Articles After Revision
		The Company may purchase its shares in the manner of open and centralized trading or other methods approved by laws, administrative regulations and the China Securities Regulatory Commission. The pPurchase of the Company's shares in the circumstances stipulated in items (3III), (5V) and (6VI) of ~~the first~~ paragraph 1 of this Article shall be carried out in a public and centralized manner. Upon any repurchase by the Company of its own shares, the Company shall fulfil its information disclosure obligations as required by the applicable laws and regulations and the securities regulatory rules of the listing venue of the Company's shares.
32	**Article 28** The Company can repurchase its shares in one of the following ways with approval from the relevant competent authority of the PRC: (I) Making a general offer to repurchase shares from all shareholders in proportion to their shareholdings; (II) Repurchase through open transaction in stock exchanges; (III) Repurchase through an off-market agreement; (IV) Other ways permitted by the PRC laws, administrative regulations and regulatory requirements or by relevant securities regulatory authorities or stock exchange of the place where the Company's shares are listed.	~~**Article 28** The Company can repurchase its shares in one of the following ways with approval from the relevant competent authority of the PRC:~~ ~~(I) Making a general offer to repurchase shares from all shareholders in proportion to their shareholdings;~~ ~~(II) Repurchase through open transaction in stock exchanges;~~ ~~(III) Repurchase through an off-market agreement;~~ ~~(IV) Other ways permitted by the PRC laws, administrative regulations and regulatory requirements or by relevant securities regulatory authorities or stock exchange of the place where the Company's shares are listed.~~

No.	Articles Before Revision	Articles After Revision
33	**Article 29** Where the Company buy-backs its shares through an off-market agreement, it shall seek prior approval of the shareholders' general meeting in accordance with the Articles of Association. The Company may rescind or revise a contract entered into in the aforementioned manner or waive any of its rights thereunder with prior approval of the shareholders' general meeting obtained in the same manner. The contract for the share buy-back referred to in the preceding paragraph of this Article includes but not limited to agreements assuming obligations of share buy-back and acquiring the rights of the shares bought back. The Company shall not assign a contract for repurchasing its own shares or any of its rights thereunder. Where the Company has the right to purchase redeemable shares, the repurchase price shall be limited to a maximum price if the purchases are not made through a stock exchange or by tender. If purchases are made by tender, tenders shall be made available to all shareholders on the same terms.	~~**Article 29** Where the Company buy-backs its shares through an off-market agreement, it shall seek prior approval of the shareholders' general meeting in accordance with the Articles of Association. The Company may rescind or revise a contract entered into in the aforementioned manner or waive any of its rights thereunder with prior approval of the shareholders' general meeting obtained in the same manner.~~ ~~The contract for the share buy-back referred to in the preceding paragraph of this Article includes but not limited to agreements assuming obligations of share buy-back and acquiring the rights of the shares bought back.~~ ~~The Company shall not assign a contract for repurchasing its own shares or any of its rights thereunder.~~ ~~Where the Company has the right to purchase redeemable shares, the repurchase price shall be limited to a maximum price if the purchases are not made through a stock exchange or by tender. If purchases are made by tender, tenders shall be made available to all shareholders on the same terms.~~

No.	Articles Before Revision	Articles After Revision
34	**Article 30** After the shares are bought back by the Company pursuant to the laws, the Company shall cancel such shares with approval from NFRA within the period prescribed by laws and administrative regulations, and shall apply to the original relevant company registration authority for registration of the change in its registered capital. The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.	~~**Article 30** After the shares are bought back by the Company pursuant to the laws, the Company shall cancel such shares with approval from NFRA within the period prescribed by laws and administrative regulations, and shall apply to the original relevant company registration authority for registration of the change in its registered capital.~~ ~~The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.~~
35	**Article 31** Unless the Company is in the course of liquidation, it shall comply with the following provisions in respect of the buy-back of its outstanding issued shares: (I) Where the Company buys back its shares at par value, payment shall be made out of the book balance of the distributable profits of the Company and/or out of proceeds of a new issue of shares made for the buy-back of shares; (II) Where the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares; and the portion in excess of the par value shall be handled according to the following methods:	~~**Article 31** Unless the Company is in the course of liquidation, it shall comply with the following provisions in respect of the buy-back of its outstanding issued shares:~~ ~~(I) Where the Company buys back its shares at par value, payment shall be made out of the book balance of the distributable profits of the Company and/or out of proceeds of a new issue of shares made for the buy-back of shares;~~ ~~(II) Where the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profits and/or from the proceeds of a new shares issuance made to buy back the old shares; and the portion in excess of the par value shall be handled according to the following methods:~~

No.	Articles Before Revision	Articles After Revision
	1. If the shares bought back were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company;	~~1. If the shares bought back were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company;~~
	2. If the shares bought back were issued at a price higher than their par value, payment shall be made out of the book balance of the distributable profits of the Company and/or out of the proceeds of a new issue of shares made for the buy-back of shares, provided that the amount paid out of the proceeds of the new issuance of shares shall not be more than the aggregate of premiums received by the Company at the time of the issuance of the shares bought back nor shall it be more than the amount of the Company's premium account (or capital common reserve account) at the time of such buy-back (including the premiums on the new issue of shares).	~~2. If the shares bought back were issued at a price higher than their par value, payment shall be made out of the book balance of the distributable profits of the Company and/or out of the proceeds of a new issue of shares made for the buy-back of shares, provided that the amount paid out of the proceeds of the new issuance of shares shall not be more than the aggregate of premiums received by the Company at the time of the issuance of the shares bought back nor shall it be more than the amount of the Company's premium account (or capital common reserve account) at the time of such buy-back (including the premiums on the new issue of shares).~~

No.	Articles Before Revision	Articles After Revision
	(III) Payment by the Company for the following purposes shall be paid out of the Company's distributable profits: 1. Acquisition of rights to buy-back shares of the Company; 2. Variation of any contract for repurchasing shares of the Company; 3. Release of any of the Company's obligations under any contract for repurchasing its shares. (IV) After the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with the relevant regulations, the amount deducted from the distributable profits for payment for repurchasing shares at their par value shall be accounted for in the Company's premium account (or capital common reserve account). Where the laws, administrative regulations, departmental rules, regulatory documents and relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed have any other provisions in respect of the financial arrangement related to the aforementioned share buy-back, such provisions shall prevail.	~~(III) Payment by the Company for the following purposes shall be paid out of the Company's distributable profits:~~ ~~1. Acquisition of rights to buy-back shares of the Company;~~ ~~2. Variation of any contract for repurchasing shares of the Company;~~ ~~3. Release of any of the Company's obligations under any contract for repurchasing its shares.~~ ~~(IV) After the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with the relevant regulations, the amount deducted from the distributable profits for payment for repurchasing shares at their par value shall be accounted for in the Company's premium account (or capital common reserve account).~~ ~~Where the laws, administrative regulations, departmental rules, regulatory documents and relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed are listed have any other provisions in respect of the financial arrangement related to the aforementioned share buy-back, such provisions shall prevail.~~

No.	Articles Before Revision	Articles After Revision
36	**Article 35** Unless otherwise provided in laws, administrative regulations and the requirements of the securities regulatory authorities or, stock exchange of the place where the Company's shares are listed and/or NFRA, shares of the Company are transferrable and pledgeable free of lien. Transfer of shares of the Company requires registration with the share registrar appointed by the Company. Transfer of overseas-listed shares listed in Hong Kong requires registration with the share registrar in Hong Kong appointed by the Company. Transfer of shares of the Company shall be reported to the Company in writing within fifteen (15) business days from the date of signing the share transfer agreement. The laws, regulations and trading rules of the place of listing are applicable to transfer of overseas listed shares.	**Article 2935** Unless otherwise provided in laws, administrative regulations and the requirements of the securities regulatory authorities or, stock exchange of the place where the Company's shares are listed and/or the Insurance Regulatory Authority ~~NFRA~~, shares of the Company are transferrable and pledgeable free of lien and as specified in the Articles of Association. Transfer of shares of the Company requires registration with the share registrar appointed by the Company. Transfer of ~~overseas-listed~~ H shares listed in Hong Kong Stock Exchange requires registration with the share registrar in Hong Kong appointed by the Company. Transfer of shares of the Company shall be reported by shareholders to the Company in writing within fifteen (15) ~~business~~working days from the date of signing the share transfer agreement. The laws, regulations and trading rules of the place of listing are applicable to transfer of ~~overseas listed~~ H shares.

No.	Articles Before Revision	Articles After Revision
37	**Article 36** All overseas-listed shares listed in Hong Kong which have been fully paid in are freely transferable according to the Articles of Association, shareholders of the Company are not entitled to the right to priority in purchase; provided that, unless such transfer complies with the following requirements, the board of directors may refuse to acknowledge any instrument of transfer and will not need to provide any reason therefor: (I) Instrument of transfer and other documents relating to or affecting the title to any shares shall be registered with the share registrar appointed by the Company, and the expense for registration shall be paid to the Company in an amount as stipulated in the Hong Kong Listing Rules provided that such expense shall not exceed the maximum amount prescribed by the Hong Kong Listing Rules;	**Article 30~~36~~** All ~~overseas-listed~~ H shares listed in Hong Kong which have been fully paid in are freely transferable according to the Articles of Association, shareholders of the Company are not entitled to the right to priority in purchase; provided that, unless such transfer complies with the following requirements, the board of directors may refuse to acknowledge any instrument of transfer and will not need to provide any reason therefor: (I) Instrument of transfer and other documents relating to or affecting the title to any shares shall be registered with the ~~share registrar~~ Approved Securities Registrar appointed by the Company, and the expense for registration shall be paid to the Company in an amount as ~~stipulated in the Hong Kong Listing Rules provided that such expense shall not exceed the maximum amount prescribed by the Hong Kong Listing Rules~~ may from time to time be determined as payable by the Hong Kong Stock Exchange or, where applicable, under the Approved Securities Registrars Rules, provided that such fees shall not exceed the maximum fees prescribed by the relevant provisions;

No.	Articles Before Revision	Articles After Revision
	(II) The transfer instrument involves only the overseas-listed shares listed on Hong Kong Stock Exchange; (III) The stamp duty payable under the laws of Hong Kong on the instrument of transfer has been paid; (IV) The relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the rights to transfer such shares shall be provided; (V) If the shares are proposed to be transferred to joint holders, the number of such joint shareholders shall not be more than four (4); (VI) The relevant shares are free of any lien. If the board of directors refuses to register the transfer of shares, the Company shall serve a notice of refusal of such transfer of shares to the transferor and the transferee within two (2) months from the date when the formal application of such transfer is submitted.	(II) Where the use of a written instrument of transfer is permitted by applicable law, ~~T~~ the transfer instrument involves only the overseas-listed shares listed on Hong Kong Stock Exchange; (III) Where the use of a written instrument of transfer is permitted by applicable law, ~~T~~the stamp duty payable under the laws of Hong Kong on the instrument of transfer has been paid; (IV) The relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the rights to transfer such shares shall be provided; (V) If the shares are proposed to be transferred to joint holders, the number of such joint shareholders shall not be more than four (4); (VI) The relevant shares are free of any lien;~~.~~ (VII) The transfer of the relevant shares shall be effected in accordance with the Articles of Association and/or rules and regulations of any competent regulatory authority. If the board of directors refuses to register the transfer of shares, the Company shall serve ~~a~~ one (1) notice of refusal of such transfer of shares to the transferor and the transferee within two (2) months from the date when the formal application of such transfer is submitted.

No.	Articles Before Revision	Articles After Revision
38	—	**Article 31** Without prejudice to Article 30 of the Articles of Association, the board of directors may, to the extent permitted by the applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, refuse to register a transfer or transmission of H Shares on any of the following grounds: (I) the relevant shares are held in paper form and the Company has not received a request for dematerialisation in respect of such shares and the other shares comprised in the same share certificate, or such request has been rejected under the Uncertificated Securities Market Rules; (II) the relevant shares are held in paperless form as a result of a dematerialisation initiated by the Company, but the dematerialisation fee lawfully payable has not been paid; (III) the relevant transferor, transferee or successor is required to become a system participant of the Electronic System operated by the approved securities registrar of the Company, but has not yet obtained such participant status;

No.	Articles Before Revision	Articles After Revision
		(IV) the relevant shares are held in paper form, but the transfer is applied for by way of a specified request (as defined in the Uncertificated Securities Market Rules) (the "Specified Request"); (V) the relevant shares are held in paperless form, but the Specified Request was not issued in accordance with the operating rules of the approved securities registrar of the Company; or, where the exception in Article 32 of the Articles of Association regarding the transfer of paperless shares by instrument of transfer does not apply, the transfer of the shares is applied for by instrument of transfer; or (VI) any other circumstance under which registration may be refused as provided in the Uncertificated Securities Market Rules.

No.	Articles Before Revision	Articles After Revision
39	**Article 37** All overseas-listed shares listed in Hong Kong shall be transferred by a written instrument of transfer in any usual or common form or any other form which the board of directors accepts. The written instrument of transfer may be executed by hand or (if the transferor or the transferee is a company) affixed with the Company's effective seal. If the transferor or the transferee is a recognised clearing house (hereinafter referred to as the "Recognised Clearing House") as defined by the relevant regulations of the laws of Hong Kong in effect from time to time or the agent thereof, the written instrument of transfer may be executed by hand or by machine imprinted signatures. All transfer instruments shall be kept at the legal address of the Company or any address specified by the board of directors from time to time. If the board of directors refuses to register the transfer of shares, the Company shall serve a notice of refusal of such transfer of shares to the transferor and the transferee within two (2) months from the date when the formal application of such transfer is submitted.	**Article ~~37~~32** Where H Shares listed in Hong Kong are held in certificated form, their transfer ~~All overseas-listed shares listed in Hong Kong~~ shall be ~~transferred~~ effected by a written instrument of transfer in any usual or common form or any other form which the board of directors accepts. ~~The written instrument of transfer may be executed by hand or (if the transferor or the transferee is a company) affixed with the Company's effective seal. If the transferor or the transferee is a recognised clearing house (hereinafter referred to as the "Recognised Clearing House") as defined by the relevant regulations of the laws of Hong Kong in effect from time to time or the agent thereof, the written instrument of transfer may be executed by hand or by machine imprinted signatures.~~ The instrument of transfer may be signed by the transferor and the transferee by hand; where the transferor or the transferee is a company, its effective seal may be affixed thereto. Where the transferor or the transferee is a recognised clearing house (as defined in the SFO of Hong Kong) or its agent, the instrument of transfer may be signed by hand or by printed signature. ~~All transfer~~ The instrument of transfer~~s~~ shall be kept at the ~~legal address~~ domicile of the Company or any other ~~address~~ place specified by the board of directors ~~from time to time~~ in accordance with the law.

No.	Articles Before Revision	Articles After Revision
		~~If the board of directors refuses to register the transfer of shares, the Company shall serve a notice of refusal of such transfer of shares to the transferor and the transferee within two (2) months from the date when the formal application of such transfer is submitted.~~ With effect from the Participation Date, H Shares held in certificated form may be transferred in accordance with law by means of an instrument of transfer, and the requisite dematerialisation of the relevant shares shall be completed in accordance with the Uncertificated Securities Market Rules. Where the requirements of such rules are met, the relevant shares may, at the request of the transferee, be registered as held by the transferee in uncertificated form upon registration of the transfer. The transfer of H Shares held in uncertificated form shall be effected by means of a Specified Request issued by the transferor and the transferee in accordance with the Uncertificated Securities Market Rules and the operating rules of the Company's Approved Securities Registrar, without the need to submit a physical instrument of transfer.

No.	Articles Before Revision	Articles After Revision
		Notwithstanding the foregoing provisions, to the extent permitted by the applicable laws and regulations and the Uncertificated Securities Market Rules, where the Board is satisfied that it is not reasonably practicable for the relevant transfer to be effected by means of a Specified Request, the Board may permit the relevant uncertificated shares to be transferred by means of an instrument of transfer complying with these Articles, on such conditions as the Board may lawfully determine. The Company's Approved Securities Registrar may lawfully charge reasonable fees in respect of the registration of any instrument of transfer, Specified Request or other document relating to or affecting the ownership of shares, provided that such fees shall not exceed the maximum fees permitted under the applicable laws, regulations and regulatory requirements.
40	**Article 38** The Company shall not accept its shares being held by the Company's shareholders as security under a pledge.	**Article ~~38~~ 33** The Company shall not accept its shares being held ~~by the Company's shareholders~~ as security under a pledge.

No.	Articles Before Revision	Articles After Revision
41	**Article 39** Shares issued by the Company before the share offering shall not be transferred within one year from the date on which the shares of the Company are listed on a stock exchange. During their tenure, directors, supervisors and senior management members of the Company shall periodically report their shareholdings in the Company and the respective changes. During their tenure, no shares exceeding 25% of his/her total shareholding in the Company shall be transferred each year; and no transfer of shares held by him/her shall be allowed within one year since the date when the shares in the Company are listed. The aforesaid personnel shall not transfer the shares held by him/her within half a year after leaving office.	**Article ~~39~~ 34** Shares issued by the Company before the share offering shall not be transferred within one (1) year from the date on which the shares of the Company are listed on a stock exchange. During their tenure, directors~~, supervisors~~ and senior management members of the Company shall periodically report their shareholdings in the Company and the respective changes. During their tenure determined upon taking the~~at the time of assumption of~~ office, no shares exceeding twenty-five percent (25%) ~~25%~~ of his/her total shareholding in the Company shall be transferred each year; and no transfer of shares held by him/her shall be allowed within one (1) year since the date when the shares in the Company are listed. The aforesaid personnel shall not transfer the shares held by him/her within half a year after leaving office. If the shares are pledged within the period of restriction on transfer prescribed by laws and administrative regulations, the pledgee shall not exercise the pledge right within such period.

No.	Articles Before Revision	Articles After Revision
	If the securities regulatory authorities of the place where the Company's shares are listed impose other requirements on the transfer restrictions of overseas-listed shares, such requirements shall be followed.	If the securities regulatory authorities of the place where the Company's shares are listed impose other requirements on the transfer restrictions of ~~overseas-listed~~ H ~~s~~Shares, such requirements shall be followed.
42	**Article 40** Where the shareholders transfer shares in the Company, they shall submit written reports on the day when such transfer takes place.	~~**Article 40** Where the shareholders transfer shares in the Company, they shall submit written reports on the day when such transfer takes place.~~
43	**Article 41** The share certificates of the Company shall be in registered form. In addition to the matters specified by the Company Law, the share certificates of the Company shall contain those required to be contained therein by the stock exchange(s) on which the shares of the Company are listed (including the Hong Kong Listing Rules).	**Article ~~41~~35** The share certificates of the Company ~~shall be in registered form.~~ may be in paper form or in such other form, including uncertificated form, as may be prescribed by the securities regulatory authority under the State Council, the Hong Kong Stock Exchange and the securities regulatory authorities of the place where the Company's shares are listed. Where the share certificates of the Company are in paper form, they shall contain the following principal particulars: (1) the name of the Company; (2) the date of incorporation of the Company or the time of issue of the share certificate;

No.	Articles Before Revision	Articles After Revision
		(3) the class of shares, the nominal value and the number of shares represented; or, in the case of an issue of shares without nominal value, the number of shares represented by the certificate; (4) the serial number of the certificate, which shall be signed by the legal representative and sealed with the Company's seal; (5) the words "promoter's shares" shall be marked thereon; In addition to the matters specified by the Company Law, the share certificates of the Company shall contain those required to be contained therein by the stock exchange(s) on which the shares of the Company are listed (including the Hong Kong Listing Rules).

No.	Articles Before Revision	Articles After Revision
44	**Article 42** The share certificates shall be signed by the chairman of the board of directors. Where the signatures of senior management members of the Company are required by the securities regulatory authorities or stock exchange of the place(s) in which the Company's shares are listed, the share certificates shall also be signed by such senior management members. The signature of chairman of the board of directors or senior management members on the share certificates may also be in printed form. The share certificates shall become effective after the Company's seal is affixed thereto or printed thereon. The share certificates shall only be affixed with the Company's seal under the authorization of the board of directors. In case of scriptless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities of the place where the Company's shares are listed shall prevail.	~~**Article 42** The share certificates shall be signed by the chairman of the board of directors. Where the signatures of senior management members of the Company are required by the securities regulatory authorities or stock exchange of the place(s) in which the Company's shares are listed, the share certificates shall also be signed by such senior management members. The signature of chairman of the board of directors or senior management members on the share certificates may also be in printed form. The share certificates shall become effective after the Company's seal is affixed thereto or printed thereon. The share certificates shall only be affixed with the Company's seal under the authorization of the board of directors.~~ ~~In case of scriptless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities of the place where the Company's shares are listed shall prevail.~~

No.	Articles Before Revision	Articles After Revision
45	**Article 43** The Company shall maintain a register of shareholders, which shall contain the following particulars: (I) The name, address (domicile), occupation or nature of each shareholder; (II) The class and number of shares held by each shareholder; (III) The amount paid or payable in respect of the shares held by each shareholder; (IV) The serial numbers of the shares held by each shareholder; (V) The date on which each shareholder is registered as a shareholder; (VI) The date on which each shareholder ceases to be a shareholder. The register of members shall be sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary. Subject to compliance with the Articles of Association and all other applicable requirements and upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of shareholders.	**Article ~~43~~ 36** The Company shall ~~maintain~~ establish a register of shareholders in accordance with the share certificates and/or the uncertificated records provided by the Company's Approved Securities Registrar or the evidence provided by the securities registration organization, which shall contain the following particulars: (I) The name, address (domicile)~~, occupation or nature~~ of each shareholder; (II) The class of shares and number of shares ~~held~~ subscribed for by each shareholder; (III) ~~The amount paid or payable in respect of the shares held by each shareholder; (IV)~~ The serial numbers of ~~the shares~~ share certificates held ~~by each shareholder~~; (~~V~~IV) The date on which each shareholder is registered as a shareholder; (~~VI~~V) The date on which each shareholder ceases to be a shareholder~~.~~; (VI) The matters required by the Uncertificated Securities Market Rules to be set out therein.

No.	Articles Before Revision	Articles After Revision
		The register of members shall be sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary. The Company shall prepare a register of members and made the same available at the Company; the original register of members of the overseas listed shares listed on the Hong Kong Stock Exchange shall be kept in Hong Kong for shareholders to check and copy the relevant information in accordance with the Uncertificated Securities Market Rules, but the Company may temporarily close the register of members in accordance with applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed. Subject to compliance with the Articles of Association and all other applicable requirements and upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of shareholders.

No.	Articles Before Revision	Articles After Revision
		Any person whose name is entered in the register of members as a holder of H Shares shall be entitled to hold his shares in uncertificated form through the Electronic System, the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited, or any other system approved under the SFO and the Uncertificated Securities Market Rules and complying with the Hong Kong Listing Rules and other relevant requirements. Notwithstanding the foregoing, save as otherwise stipulated by the Uncertificated Securities Market Rules, with effect from and including the Participation Date, any H Shares subsequently issued or allotted by the Company shall be issued in uncertificated form only, and no share certificate shall be issued in respect of such H Shares. Where any H Shares are issued in uncertificated form or have completed dematerialisation, such H Shares shall be registered in the register of members in uncertificated form.

No.	Articles Before Revision	Articles After Revision
		In respect of H Shares which are Participating Securities, the registration records in the register of members shall have the evidentiary and other effects prescribed by the Uncertificated Securities Market Rules. Any change to the records in the register of members concerning the holders of such H Shares shall be notified to the holders in accordance with the Uncertificated Securities Market Rules and the Approved Securities Registrar Rules. The Company shall comply with all applicable laws and regulations so that its H Shares may be held, transferred and registered in uncertificated form, including implementing the electronic processing of corporate actions as required by the Uncertificated Securities Market regime. Share certificates shall contain the particulars prescribed by the applicable regulatory requirements.
46	**Article 45** The Company may, pursuant to the understanding and agreements made between the securities regulatory authorities of State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas-listed shares outside the PRC and appoint overseas agent(s) for management.	~~**Article 45** The Company may, pursuant to the understanding and agreements made between the securities regulatory authorities of State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas-listed shares outside the PRC and appoint overseas agent(s) for management.~~

No.	Articles Before Revision	Articles After Revision
	The Company shall keep a duplicate of the register of holders of overseas-listed shares at the Company's address; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed shares at all times. If there is any inconsistency between the original and the duplicate of the register of holders of overseas-listed shares, the original version shall prevail. The original register of holders of overseas-listed shares listed in Hong Kong shall be kept in Hong Kong.	~~The Company shall keep a duplicate of the register of holders of overseas-listed shares at the Company's address; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed shares at all times.~~ ~~If there is any inconsistency between the original and the duplicate of the register of holders of overseas-listed shares, the original version shall prevail.~~ ~~The original register of holders of overseas-listed shares listed in Hong Kong shall be kept in Hong Kong.~~
47	**Article 46** The Company shall keep a complete register of shareholders, which shall include the followings: (I) The register of shareholders kept at the Company's address other than those parts specified in items (II) and (III) of this Article; (II) The registers of shareholders of overseas-listed shares of the Company kept in the places of the stock exchange(s) outside the PRC on which the shares are listed; (III) The registers of shareholders kept in other places as the board of directors may decide necessary for the listing of the Company's shares.	~~**Article 46** The Company shall keep a complete register of shareholders, which shall include the followings:~~ ~~(I) The register of shareholders kept at the Company's address other than those parts specified in items (II) and (III) of this Article;~~ ~~(II) The registers of shareholders of overseas-listed shares of the Company kept in the places of the stock exchange(s) outside the PRC on which the shares are listed;~~ ~~(III) The registers of shareholders kept in other places as the board of directors may decide necessary for the listing of the Company's shares.~~

No.	Articles Before Revision	Articles After Revision
48	**Article 47** Different parts of the register of shareholders shall not overlap. No transfer of the shares registered in any part of the register shall be registered in any other part of the register of shareholders at the same time. Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where each part of the register of shareholders is kept.	~~**Article 47** Different parts of the register of shareholders shall not overlap. No transfer of the shares registered in any part of the register shall be registered in any other part of the register of shareholders at the same time.~~ ~~Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where each part of the register of shareholders is kept.~~
49	**Article 48** Where the laws and regulations in the PRC and the Listing Rules of the Stock Exchange stipulate the period of closure of the register of members of the Company prior to the convening of shareholder's general meeting or prior to the record date for determination of dividend distributions by the Company, such provisions shall prevail.	**Article ~~48~~ 38** Where the laws and regulations in the PRC and the Hong Kong Listing Rules ~~of the Stock Exchange~~ stipulate the period of closure of the register of members of the Company prior to the convening of shareholder's ~~general~~ meeting or prior to the record date for determination of dividend distributions by the Company, such provisions shall prevail.

No.	Articles Before Revision	Articles After Revision
50	**Article 49** When the Company intends to convene a shareholders' general meeting, distribute dividends, liquidate and engage in other activities that involve the determination of shareholdings, the Board shall decide the date for the determination of shareholdings. Shareholders whose names appear in the register of members at the end of such date for the determination of shareholdings are deemed to be shareholders of the Company.	**Article ~~49~~ 39** When the Company intends to convene a shareholders' ~~general~~ meeting, distribute dividends, liquidate and engage in other activities that involve the determination of shareholdings, the Board or the convener of the shareholders' meeting shall decide the ~~date for the determination~~ record date of shareholdings. Shareholders whose names appear in the register of members at the ~~end of such date for the determination~~ close of trading on the record date of shareholdings are deemed to be shareholders entitled to the relevant rights and interests~~of the Company~~.
51	**Article 50** Any person who disputes the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a competent court for rectification of the register.	~~**Article 50** Any person who disputes the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a competent court for rectification of the register.~~

No.	Articles Before Revision	Articles After Revision
52	**Article 51** Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may apply to the Company for issue of a replacement share certificate in respect of such shares (the "Relevant Shares") if his share certificate (the "Original Certificate") is lost. If a shareholder who has lost his share certificate of unlisted shares applies for a replacement share certificate, it shall be dealt with in accordance with the relevant provisions of the Company Law. If a shareholder who has lost his share certificate of overseas-listed shares applies for a replacement share certificate, it shall be dealt with in accordance with the laws, rules of the stock exchange(s) or other relevant provisions of the place where the original register of holders of overseas-listed shares is kept.	~~**Article 51** Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may apply to the Company for issue of a replacement share certificate in respect of such shares (the "Relevant Shares") if his share certificate (the "Original Certificate") is lost.~~ ~~If a shareholder who has lost his share certificate of unlisted shares applies for a replacement share certificate, it shall be dealt with in accordance with the relevant provisions of the Company Law.~~ ~~If a shareholder who has lost his share certificate of overseas-listed shares applies for a replacement share certificate, it shall be dealt with in accordance with the laws, rules of the stock exchange(s) or other relevant provisions of the place where the original register of holders of overseas-listed shares is kept.~~

No.	Articles Before Revision	Articles After Revision
	If holders of overseas-listed shares of a company to be listed in Hong Kong who have lost their share certificates and apply for replacement of share certificates, such replacement shall comply with the following requirements:	~~If holders of overseas-listed shares of a company to be listed in Hong Kong who have lost their share certificates and apply for replacement of share certificates, such replacement shall comply with the following requirements:~~
	(I) The applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration containing the reason for the application and the circumstances and evidence of the lost share certificates as well as a declaration that no other person shall be entitled to request for registration as the shareholder in respect of the Relevant Shares.	~~(I) The applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration containing the reason for the application and the circumstances and evidence of the lost share certificates as well as a declaration that no other person shall be entitled to request for registration as the shareholder in respect of the Relevant Shares.~~
	(II) No statement has been received by the Company from a person other than the applicant who request to have his name registered as a holder of the Relevant Shares before the Company decides to issue the replacement share certificate.	~~(II) No statement has been received by the Company from a person other than the applicant who request to have his name registered as a holder of the Relevant Shares before the Company decides to issue the replacement share certificate.~~

No.	Articles Before Revision	Articles After Revision
	(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, publish an announcement of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcement shall be published repeatedly at least once every thirty (30) days within the period of the announcement of ninety (90) days.	~~(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, publish an announcement of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcement shall be published repeatedly at least once every thirty (30) days within the period of the announcement of ninety (90) days.~~
	(IV) The Company shall have, prior to the publication of its announcement of intention to issue a replacement share certificate, delivered a copy of the announcement to be published to the stock exchange on which its shares are listed. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days.	~~(IV) The Company shall have, prior to the publication of its announcement of intention to issue a replacement share certificate, delivered a copy of the announcement to be published to the stock exchange on which its shares are listed. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days.~~

No.	Articles Before Revision	Articles After Revision
	In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a photo copy of the announcement to be published.	~~In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a photo copy of the announcement to be published.~~ ~~(V) If, upon expiration of the 90-day period referred to in items (III) and (IV) of this Article, the Company has not received from any person any objection to such issue of a replacement share certificate, the Company may issue a replacement share certificate to the applicant according to his application.~~ ~~(VI) Where the Company issues a replacement share certificate under this Article, it shall immediately cancel the Original Certificate and record such cancellation and issue in the register of shareholders accordingly.~~

No.	Articles Before Revision	Articles After Revision
	(V) If, upon expiration of the 90-day period referred to in items (III) and (IV) of this Article, the Company has not received from any person any objection to such issue of a replacement share certificate, the Company may issue a replacement share certificate to the applicant according to his application. (VI) Where the Company issues a replacement share certificate under this Article, it shall immediately cancel the Original Certificate and record such cancellation and issue in the register of shareholders accordingly. (VII) All expenses relating to the cancellation of an Original Certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.	~~(VII) All expenses relating to the cancellation of an Original Certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.~~ **Article 40** Any shareholder whose name appears in the register of H Shareholders, or any person who requests the Company to enter his name in the register of H Share holders: (I) If he disputes, or discovers an error in the electronic registration record of the H Shares registered in his name in uncertificated form, such shareholder or person may, in accordance with the Uncertificated Securities Market Rules, apply to the Company and the Approved Securities Registrar appointed by the Company for rectification of such registration record;

No.	Articles Before Revision	Articles After Revision
		(II) In respect of shares which have become Participating Securities and in respect of which the share certificates issued have been defaced, mutilated, lost or destroyed, where the Company has not issued replacement share certificates before the relevant shares became Participating Securities in accordance with the Uncertificated Securities Market Rules, no replacement share certificate shall be issued except as otherwise provided in the Uncertificated Securities Market Rules. After complying with such conditions as to evidence, indemnity and payment of reasonable fees as the Board may determine, such shareholder or person may dematerialise the relevant shares in accordance with the Uncertificated Securities Market Rules. Applications for rectification or replacement referred to in this Article may be dealt with in accordance with the laws of the place where the principal register of holders of Overseas Listed Shares is kept, the rules of the stock exchange, the relevant regulatory rules governing the uncertificated securities market and other applicable laws and regulations.

No.	Articles Before Revision	Articles After Revision
53	**Article 52** Where the Company issues a replacement share certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned replacement share certificate or a shareholder who thereafter registers as the owner of such shares (provided that he is a bona fide purchaser) shall not be removed from the register of shareholders.	~~**Article 52** Where the Company issues a replacement share certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned replacement share certificate or a shareholder who thereafter registers as the owner of such shares (provided that he is a bona fide purchaser) shall not be removed from the register of shareholders.~~
54	**Article 53** The Company shall not be liable for any damages sustained by any person due to the cancellation of the Original Certificate or the issue of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.	~~**Article 53** The Company shall not be liable for any damages sustained by any person due to the cancellation of the Original Certificate or the issue of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.~~
55	**Chapter 5** Shareholders and Shareholders' General Meeting	**Chapter 5** Shareholders and Shareholders' ~~General~~ Meeting
56	**Article 54** A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is registered in the register of shareholders. Shareholders shall enjoy rights and have obligations in accordance with the class of shares held by them. Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.	**Article ~~54~~ 41** ~~A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is registered in the register of shareholders.~~ Shareholders shall enjoy rights and have obligations in accordance with the class of shares held by them. Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.

No.	Articles Before Revision	Articles After Revision
	Holders of unlisted foreign shares and domestic shares are in the same class of shareholders, namely the holders of unlisted shares, despite other provisions of the Articles of Association, especially for the holders of unlisted foreign shares who shall be entitled to participate in and vote at the same class of general meetings with holders of domestic shares and receive the notice convening the same class of general meetings. The quorum for a certain class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class. Two or more persons registered as joint holders of any shares shall be deemed as joint owners of relevant shares, but shall be subject to the following conditions: (I) The Company shall register for no more than four (4) persons as the joint shareholders of any shares; (II) All the joint shareholders of any shares shall be jointly and severally liable for all amounts payable for the relevant shares;	~~Holders of unlisted foreign shares and domestic shares are in the same class of shareholders, namely the holders of unlisted shares, despite other provisions of the Articles of Association, especially for the holders of unlisted foreign shares who shall be entitled to participate in and vote at the same class of general meetings with holders of domestic shares and receive the notice convening the same class of general meetings. The quorum for a certain class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.~~ Two (2) or more persons registered as joint holders ~~of any shares~~ shall be deemed as joint owners of relevant shares, but shall be subject to the following conditions: (I) The Company shall register for no more than four (4) persons as the joint shareholders ~~of any shares~~; (II) All the joint shareholders ~~of any shares~~ shall be jointly and severally liable for all amounts payable for the relevant shares;

No.	Articles Before Revision	Articles After Revision
	(III) If one of the joint shareholders is deceased, only the other surviving joint shareholders shall be deemed as the persons who have the ownership of the relevant shares. But the board of directors has the power to require them to provide a death certificate of the relevant shareholder as necessary for the purpose of revising the relevant register of shareholders; and	(III) If one of the joint shareholders is deceased, only the other surviving joint shareholders shall be deemed as the persons who have the ownership of the relevant shares. But the board of directors has the power to require them to provide a death certificate of the relevant shareholder as necessary for the purpose of revising the relevant register of shareholders; and
	(IV) In respect of the joint shareholder of any shares, any of the joint shareholders may attend a general meeting or exercise his voting right (in person or by proxy). If more than one of such joint shareholders are present at the meeting, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s). Any notice which is delivered to such above shareholder shall be deemed to be delivered to all the joint shareholders of the relevant shares.	(IV) In respect of the joint shareholder ~~of any shares~~, any one (1) of the joint shareholders may attend a ~~general meeting~~ shareholders' meeting or exercise his voting right (in person or by proxy). If more than one (1) of such joint shareholders are present at the meeting, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s). Any notice which is delivered to such above shareholder shall be deemed to be delivered to all the joint shareholders of the relevant shares.

No.	Articles Before Revision	Articles After Revision
57	**Article 55** Shareholders of ordinary shares of the Company shall enjoy the following rights: (I) The rights to receive dividends and other forms of distribution in proportion to the number of shares held by them; (II) The rights to request, convene, host, attend or appoint proxy to attend shareholders' general meetings and exercise corresponding voting rights in accordance with the law; (III) Shareholders individually or collectively holding 3% or more of the Company's shares are entitled to nominate candidates of directors or supervisors; (IV) The rights to supervise the operation of the Company and to put forward proposals and raise inquiries; (V) The rights to transfer, donate, or pledge shares held by them in accordance with laws, regulations, regulatory provisions and the Articles of Association;	**Article ~~55~~ 42** Shareholders ~~of ordinary shares~~ of the Company shall enjoy the following rights: (I) The rights to receive dividends and other forms of distribution in proportion to the number of shares held by them; (II) The rights to request the holding of, convene, host, attend or appoint proxy to attend shareholders' ~~general~~ meetings and exercise corresponding voting rights in accordance with the law; (III) ~~Shareholders individually or collectively holding 3% or more of the Company's shares are entitled to nominate candidates of directors or supervisors;~~ ~~(IV)~~ The rights to supervise the operation of the Company and to put forward proposals and raise inquiries; (IV) The rights to transfer, donate, or pledge shares held by them in accordance with laws, regulations, regulatory provisions and the Articles of Association;

No.	Articles Before Revision	Articles After Revision
	(VI) The rights to obtain relevant information in accordance with laws, regulations, regulatory provisions and the Articles of Association, including: 1. to obtain a copy of the Articles of Association upon payment of the cost of such copy; 2. to inspect and photocopy upon payment of a reasonable charge, of: (1) all parts of the register of shareholders; (2) personal particulars of each of the directors, supervisors, managers and other senior management of the Company, including: (a) current and previous names and aliases; (b) main address (domicile); (c) nationality; (d) full-time and all other part-time occupations and duties;	~~(VI) The rights to obtain relevant information in accordance with laws, regulations, regulatory provisions and the Articles of Association, including:~~ ~~1. to obtain a copy of the Articles of Association upon payment of the cost of such copy;~~ ~~2. to inspect and photocopy upon payment of a reasonable charge, of:~~ ~~(1) all parts of the register of shareholders;~~ ~~(2) personal particulars of each of the directors, supervisors, managers and other senior management of the Company, including:~~ ~~(a) current and previous names and aliases;~~ ~~(b) main address (domicile);~~ ~~(c) nationality;~~ ~~(d) full-time and all other part-time occupations and duties;~~

No.	Articles Before Revision	Articles After Revision
	(e) identification documents and their numbers.	~~(e) identification documents and their numbers.~~
	(3) the status of the Company's share capital;	~~(3) the status of the Company's share capital;~~
	(4) reports of the aggregate par value, number of shares, highest and lowest prices paid by the Company in respect of each class of shares bought back by the Company since the end of the last financial year and all the expenses paid by the Company therefor;	~~(4) reports of the aggregate par value, number of shares, highest and lowest prices paid by the Company in respect of each class of shares bought back by the Company since the end of the last financial year and all the expenses paid by the Company therefor;~~
	(5) stubs of corporate bonds;	~~(5) stubs of corporate bonds;~~
	(6) minutes of shareholders' general meetings, minutes of meetings of the board of directors, and minutes of meetings of the supervisory committee of the Company;	~~(6) minutes of shareholders' general meetings, minutes of meetings of the board of directors, and minutes of meetings of the supervisory committee of the Company;~~
	(7) resolutions of shareholders' general meeting, resolutions of meetings of the board of directors, and resolutions of meetings of the supervisory committee of the Company;	~~(7) resolutions of shareholders' general meeting, resolutions of meetings of the board of directors, and resolutions of meetings of the supervisory committee of the Company;~~

No.	Articles Before Revision	Articles After Revision
	(8) directors' reports, board of the supervisors' reports and auditor's reports;	~~(8) directors' reports, board of the supervisors' reports and auditor's reports;~~
	(9) copies of the latest annual return filed with the administrative bureau for industry and commerce or other competent authorities;	~~(9) copies of the latest annual return filed with the administrative bureau for industry and commerce or other competent authorities;~~
	(10) documents mentioned in items (1) to (9) excluding item (2) above and other applicable documents shall be made available by the Company at the Company's place of business in Hong Kong in accordance with the Hong Kong Listing Rules, for inspection by the public and holders of overseas listed shares with no charge;	~~(10) documents mentioned in items (1) to (9) excluding item (2) above and other applicable documents shall be made available by the Company at the Company's place of business in Hong Kong in accordance with the Hong Kong Listing Rules, for inspection by the public and holders of overseas listed shares with no charge;~~
	(11) financial accounting reports;	~~(11) financial accounting reports;~~
	(12) the Company may refuse any request of inspection or duplication if trade secrets and inside information of the Company or the personal privacy of persons concerned are involved.	~~(12) the Company may refuse any request of inspection or duplication if trade secrets and inside information of the Company or the personal privacy of persons concerned are involved.~~

No.	Articles Before Revision	Articles After Revision
	(VII) In the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; (VIII) To request the Company to repurchase shares from the shareholders who cast votes against the proposal for merger or division at shareholders' meeting; (IX) To know and participate in the Company's significant events as specified in laws, regulations, regulatory provisions and the Articles of Association; (X) To request the recording and change of the register of members; (XI) Other rights as specified by laws, administrative regulations, departmental rules or the Articles of Association. If any person holding direct or indirect interest in shares exercises his rights on the shares of the Company without revealing such interest to the Company, the Company shall not compromise such person's rights on the shares of the Company by freezing such rights or otherwise.	(V) Pursuant to applicable laws and regulations, regulatory requirements and Article 43 of these Articles of Association, shareholders shall have the right to inspect and copy these Articles of Association, the register of shareholders, minutes of shareholders' meetings, resolutions of meetings of the Board of Directors and financial and accounting reports. Shareholders who meet the prescribed requirements may request to inspect the Company's accounting books and accounting vouchers; (VI) In the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; (VII) To request the Company to repurchase shares from the shareholders who cast votes against the proposal for merger or division at shareholders' meeting; (VIII) To know and participate in the Company's significant events as specified in laws, regulations, regulatory provisions and the Articles of Association; (IX) To request the recording and change of the register of members;

No.	Articles Before Revision	Articles After Revision
		(XI) Other rights as specified by laws, administrative regulations, departmental rules or the Articles of Association. Unless otherwise provided in laws and regulations, regulatory provisions and the Articles of Association, If any person holding direct or indirect interest in shares exercises his rights on the shares of the Company without revealing such interest to the Company, the Company shall not solely because a person holding direct or indirect interest in the Company has not revealed such interest to the Company, compromise such person's rights on the shares of the Company by freezing such rights or otherwise.
58	**Article 56** Where shareholders request for inspection of the relevant information or demand for materials as mentioned in the preceding Article, they shall make requests in writing to the Company and provide evidence that they hold shares of the Company. Upon verification of the shareholder's identity, the Company shall provide information requested by such shareholder.	**Article 56 43** Where shareholders request for inspection of the relevant information or demand for materials as mentioned in the preceding Article, they shall make requests in writing to the Company and provide evidence that they hold shares of the Company. Upon verification of the shareholder's identity, the Company shall provide the relevant information requested by such shareholderin accordance with law; where laws and regulations impose additional conditions on the inspection or copying of particular information, such provisions shall prevail.

No.	Articles Before Revision	Articles After Revision
		Shareholders individually or jointly holding at least three percent (3%) of the shares of the Company for one hundred and eighty (180) consecutive days or more shall have the right to request inspection of the Company's accounting books and accounting vouchers, and shall submit a written request to the Company stating the purpose thereof. Where the Company has reasonable grounds to believe that the shareholder's inspection of the accounting books and accounting vouchers is for an improper purpose and may prejudice the lawful interests of the Company, the Company may refuse such inspection, and shall, within fifteen (15) days from the date on which the shareholder submits the written request, reply to the shareholder in writing and state its reasons. Where the Company refuses to provide inspection, the shareholder may initiate legal proceedings in the People's Court.

No.	Articles Before Revision	Articles After Revision
		In inspecting or copying the relevant materials, the shareholder and the accounting firm, law firm and other intermediaries engaged by it shall comply with the provisions of laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy and personal information. Where a shareholder discloses such information after obtaining it in accordance with the provisions of the Articles of Association, thereby causing damage to the lawful interests of the Company, the shareholder shall be liable for compensation for the relevant losses caused to the Company in accordance with law.
59	**Article 57** If a resolution passed at the shareholders' general meeting or meeting of the board of directors violates the laws or regulations, the shareholders shall have the rights to submit a petition to the People's Court to render the same invalid. If the procedures for convening, or the method of voting at, a shareholders' general meeting or meeting of the board of directors violate the laws, regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders may have the rights to submit a petition to the People's Court to revoke such resolution within sixty (60) days from the date on which such resolution is adopted.	**Article ~~57~~ 44** If a resolution passed at the shareholders' ~~general~~ meeting or meeting of the board of directors violates the laws or regulations, the shareholders shall have the rights to submit a petition to the People's Court to render the same invalid.

No.	Articles Before Revision	Articles After Revision
	If the Company completes the formalities in respect of the change of registration pursuant to a shareholders' resolution or a board resolution, the Company shall apply to the company registration authority for cancelling the change of registration after the People's Court has declared that such resolution is invalid or has rescinded such resolution.	If the procedures for convening, or the method of voting at, a shareholders' ~~general~~ meeting or meeting of the board of directors violate the laws, regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders may have the rights to submit a petition to the People's Court to revoke such resolution within sixty (60) days from the date on which such resolution is adopted. However, it shall not apply if the convening procedures or voting methods of the shareholders' meeting or the meeting of the board of directors contain only minor defects and have no substantial effect on the resolution. Where the board of directors, shareholders or other stakeholders dispute the validity of a resolution of a shareholders' meeting, they shall promptly file a litigation with the People's Court. Prior to the issuance of a judgment or ruling by the People's Court to annul such resolution or otherwise, the relevant parties shall implement the resolution of the shareholders' meeting. The Company, its directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.

No.	Articles Before Revision	Articles After Revision
		Where the People's Court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligations to disclose the information in accordance with laws, administrative regulations, relevant regulations of the CSRC and the stock exchange, fully explain the impact of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. If the matter involves the correction of prior-period items, the Company shall handle such corrections in a timely manner and perform the corresponding disclosure obligations. If the Company completes the formalities in respect of the change of registration pursuant to a shareholders' meeting resolution or a board resolution, the Company shall apply to the company registration authority for cancelling the change of registration after the People's Court has declared that such resolution is invalid, has confirmed that the resolution is not established or has rescinded such resolution.

No.	Articles Before Revision	Articles After Revision
60	**Article 58** The list of candidates for directors and supervisors shall be submitted by way of proposal for the consideration at the shareholders' general meeting. The shareholder(s) individually or jointly holding at least 3% of the Company's voting shares is/are entitled to propose in writing to the board of directors or the supervisory committee candidates for directors or supervisors within seven (7) days of the notice convening the shareholders' general meeting provided the number of candidates for directors or supervisors shall not exceed the vacancy of the board of directors and the supervisory committee. The written notices for the intention to nominate a candidate for director or non-employee representative supervisor and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than seven (7) days prior to the date of the shareholders' general meeting (such seven (7)- day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than seven (7) days prior to the shareholders' general meeting).	~~**Article 58** The list of candidates for directors and supervisors shall be submitted by way of proposal for the consideration at the shareholders' general meeting.~~ ~~The shareholder(s) individually or jointly holding at least 3% of the Company's voting shares is/are entitled to propose in writing to the board of directors or the supervisory committee candidates for directors or supervisors within seven (7) days of the notice convening the shareholders' general meeting provided the number of candidates for directors or supervisors shall not exceed the vacancy of the board of directors and the supervisory committee.~~ ~~The written notices for the intention to nominate a candidate for director or non-employee representative supervisor and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than seven (7) days prior to the date of the shareholders' general meeting (such seven (7)- day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than seven (7) days prior to the shareholders' general meeting).~~

No.	Articles Before Revision	Articles After Revision
	The candidates for director and supervisor are required to make written undertakings before the shareholders' general meeting is convened that he/she agrees to accept the nomination and the information provided to the shareholders is true and complete and warrants that he/she will perform his/her duties as a director or supervisor upon election.	~~The candidates for director and supervisor are required to make written undertakings before the shareholders' general meeting is convened that he/she agrees to accept the nomination and the information provided to the shareholders is true and complete and warrants that he/she will perform his/her duties as a director or supervisor upon election.~~
61	—	**Article 45** A resolution of a shareholders' meeting or a board meeting of the Company shall not be established in any of the following circumstances: (1) the resolution was made without convening a shareholders' meeting or board meeting; (2) no vote was taken on the matter of the resolution during the shareholders' meeting or board meeting; (3) the number of attendees or the voting rights held did not meet the thresholds required by the Company Law or the Articles of Association; (4) the number of persons or the voting rights held in favor of the resolution did not meet the thresholds required by the Company Law or the Articles of Association.

No.	Articles Before Revision	Articles After Revision
62	**Article 59** Where the Company incurs loss as a result of violation of the laws, regulations or the Articles of Association by directors and senior management in the course of performing their duties, shareholders individually or jointly holding at least 1% of the shares with voting rights of the Company for one hundred and eighty (180) consecutive days or more shall have the rights to request in writing to the supervisory committee to initiate legal proceedings in the People's Court. Where the Company incurs loss as a result of violation of laws, administrative regulations or the Articles of Association by supervisors in the course of performing their duties, the shareholders shall have the rights to request in writing to the board of directors to initiate legal proceedings in the People's Court.	**Article ~~59~~ 46** Where the Company incurs loss as a result of violation of the laws, regulations or the Articles of Association by directors and senior management other than members of the Audit and Consumer Rights Protection Committee under the board of directors (hereinafter referred to as the "Audit Committee") in the course of performing their duties, shareholders individually or jointly holding at least one percent (1%) of the shares ~~with voting rights~~ of the Company for one hundred and eighty (180) consecutive days or more shall have the rights to request in writing to the ~~supervisory committee~~ Audit Committee to initiate legal proceedings in the People's Court. Where the Company incurs loss as a result of violation of laws, administrative regulations or the Articles of Association by members of the Audit Committee ~~supervisors~~ in the course of performing their duties, the aforesaid shareholders shall have the rights to request in writing to the board of directors to initiate legal proceedings in the People's Court.

No.	Articles Before Revision	Articles After Revision
	If the supervisory committee or the board of directors refuses to initiate legal proceedings upon receipt of the written request of shareholders stated in the preceding paragraph, or fails to initiate such legal proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the rights to initiate legal proceedings in the People's Court directly in their own names in the interest of the Company. If any person infringes the lawful rights and interests of the Company, thus causing any losses to the Company, the shareholders individually or jointly holding at least 1% of the shares with voting rights of the Company for one hundred and eighty (180) consecutive days or more may initiate legal proceedings in the People's Court in accordance with the provisions of the two preceding paragraphs of this Article.	If the Audit Committee ~~supervisory committee~~ or the board of directors refuses to initiate legal proceedings upon receipt of the written request of shareholders stated in the preceding paragraph, or fails to initiate such legal proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the rights to initiate legal proceedings in the People's Court directly in their own names in the interest of the Company. If any person infringes the lawful rights and interests of the Company, thus causing any losses to the Company, the shareholders individually or jointly holding at least one percent (1%) of the shares ~~with voting rights~~ of the Company for one hundred and eighty (180) consecutive days or more may initiate legal proceedings in the People's Court in accordance with the provisions of the two preceding paragraphs of this Article.

No.	Articles Before Revision	Articles After Revision
	If any directors, supervisors or senior management members have violated the laws, regulations, regulatory requirements or provisions of the Articles of Association, thus causing harm to the Company or interest of shareholders, the shareholders shall have the rights to reflect the problems to the NFRA directly.	If any directors~~, supervisors~~ or senior management members have violated the laws, regulations, regulatory requirements or provisions of the Articles of Association, thus causing harm to the Company or interest of shareholders, the shareholders shall have the rights to reflect the problems to the ~~NFRA~~ Insurance Regulatory Authority directly, and may file a lawsuit with the People's Court in the case of harm to interests of shareholders. Where a director, supervisor, or senior management member of a wholly-owned subsidiary of the Company violates laws, administrative regulations or the Articles of Association in fulfilling his/her duties, thereby causing losses to the Company, or where any other person infringes upon the lawful rights and interests of the wholly-owned subsidiary of the Company, thereby causing losses, the shareholders individually or jointly holding at least one percent (1%) of the Company's shares for one hundred and eighty (180) or more days consecutively may, in accordance with the first three paragraphs of Article 189 of the Company Law, request the board of supervisors or the board of directors of the wholly-owned subsidiary in writing to institute an action in the People's Court, or directly institute an action in the People's Court in their own names.

No.	Articles Before Revision	Articles After Revision
		If a wholly-owned subsidiary of the Company does not have a board of supervisors or supervisors, but has an Audit Committee, the provisions of paragraphs 1 and 2 of this Article shall apply.
63	**Article 60** Shareholders of the Company shall have the following obligations: (I) To abide by laws, regulations, normative documents and the Articles of Association; (II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholder, and shall contribute by legitimate source of self-owned funds but not by entrusted funds, debt funds and other non-self-owned funds, unless otherwise required by laws and regulations or regulatory systems; (III) To comply with the regulatory requirements on shareholding and the number of shareholding institutions and no authorization for, or acceptance of authorization from, any other person to hold shares of the Company;	**Article ~~60~~ 47** Shareholders of the Company shall have the following obligations: (I) To abide by laws, regulations, normative documents and the Articles of Association; (II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholder, and shall contribute by legitimate source of self-owned funds but not by entrusted funds, debt funds and other non-self-owned funds, unless otherwise required by laws and regulations or regulatory systems; (III) To bear liability for the Company to the extent of shares subscribed for by them;

No.	Articles Before Revision	Articles After Revision
	(IV) Unless otherwise specified in laws, regulations and regulatory requirements, the Company shall not return shares; (V) Shareholders and their controlling shareholders and de facto controllers shall not abuse their shareholders' rights or use related party relations to jeopardize the legal interests of the Company, other shareholders and stakeholders, and shall not interfere in the decision-making power and management power entitled to the Board and senior management pursuant to the Articles, nor direct interference beyond the Board and senior management in the operation and management of the Company; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company; Where shareholders of the Company abuse their shareholders' rights, thus causing any losses to the Company or other shareholders, such shareholders shall be liable for compensation in accordance with laws;	(IVH) To comply with the regulatory requirements on shareholding and the number of shareholding institutions, and not to entrust their shares or hold shares exceeding the relevant ratio and no authorization for, or acceptance of authorization from, any other person to hold shares of the Company; (HV) Unless otherwise specified in laws, regulations and regulatory requirements, Shareholders shall not withdraw their shares or equity capital or; appropriate the Company's funds in any way;

No.	Articles Before Revision	Articles After Revision
	Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company;	(VI) Shareholders and their controlling shareholders and de facto controllers shall not abuse their shareholders' rights or use related party relations to jeopardize the legal interests of the Company, other shareholders and stakeholders, and shall not interfere in the decision-making power and management power entitled to the Board and senior management pursuant to the Articles, nor direct interference beyond the Board and senior management in the operation and management of the Company; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company; and not to order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;

No.	Articles Before Revision	Articles After Revision
	(VI) Where the solvency of the Company does not meet the regulatory requirements, it shall not distribute any profit to its shareholders. Shareholders shall support the Company to improve its solvency, and the substantial shareholders shall make a long-term commitment in writing to the Company to replenish its capital, if necessary, as part of the Company's capital plan, unless the substantial shareholders are state administrative authorities, government departments, National Council for Social Security Fund and parties as approved and exempted by the NFRA; Where the Company is required to address its insolvency by way of additional capital contribution, the shareholders who are unable to make or has not made additional capital contribution shall consent to other shareholders or investors adopting reasonable measures to increase the Company's capital. Notwithstanding the foregoing, the respective liability of the shareholders to the Company shall be only limited to the shares held by them;	Where shareholders of the Company abuse their shareholders' rights, thus causing any losses to the Company or other shareholders, such shareholders shall be liable for compensation in accordance with laws; Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company;

No.	Articles Before Revision	Articles After Revision
	(VII) Particulars including their financial information, shareholding structure, sources of capital contribution, controlling shareholders or de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions etc. shall be reported to the Company truthfully according to the laws, regulations and regulatory provisions, and any change in their controlling shareholders or de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall be notified in writing to the Company within five (5) business days after the occurrence of such changes, and the procedures pursuant to regulatory requirement shall be performed. Save otherwise provided in the laws, regulations and listing rules of the place of listing in the case of overseas listed shares;	(VII) Where the solvency of the Company does not meet the regulatory requirements, it shall not distribute any profit to its shareholders. Shareholders shall support the Company to improve its solvency, and the substantial shareholders shall make a long-term commitment in writing to the Company to replenish its capital, if necessary, as part of the Company's capital plan, unless the substantial shareholders are state administrative authorities, government departments, National Council for Social Security Fund and parties as approved and exempted by the ~~NFRA~~ Insurance Regulatory Authority; Where the Company is required to address its insolvency by way of additional capital contribution, the shareholders who are unable to make or has not made additional capital contribution shall consent to other shareholders or investors adopting reasonable measures to increase the Company's capital. Notwithstanding the foregoing, the respective liability of the shareholders to the Company shall be only limited to the shares held by them;

No.	Articles Before Revision	Articles After Revision
	(VIII) If the shares of the Company held by a shareholder are involved in a litigation, arbitration, subject to legal enforcement by judicial authorities or subject to pledge, or discharged from pledge, the relevant shareholder shall inform the Company in the form of a written letter on the date on which he/she is aware of the formal launch of the litigation or arbitration produces (litigation produce is based on the date on which the relevant shareholder receives a notice of filing issued by the court, and arbitration produce is based on the date on which the relevant shareholder receives a notice of arbitration), or within fifteen (15) working days from the date on which he/she is aware that legal enforcement measures are adopted for the shares, or within three (3) days from the date on which he/she is aware that the shares are subject to pledge or discharged from pledge, to facilitate the Company to inform other shareholders of relevant information in a timely manner. Save otherwise provided in the laws, regulations and listing rules of the applicable stock exchange in the case of overseas-listed shares;	(VIII) Particulars including their financial information, shareholding structure, sources of capital contribution, controlling shareholders or de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions etc. shall be reported to the Company truthfully according to the laws, regulations and regulatory provisions, and any change in their controlling shareholders or de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall be notified in writing to the Company within five (5) working days after the occurrence of such changes, and the procedures pursuant to regulatory requirement shall be performed. Save otherwise provided in the laws, regulations and listing rules of the place of listing of H ~~in the case of overseas listed~~ shares;

No.	Articles Before Revision	Articles After Revision
	(IX) If any shareholder is involved in a merger, spin-off, being subject to measures including suspension of operation for rectification, designated custody, takeover or cancellation, or enters into dissolution, liquidation, bankruptcy, proceedings, or change in equity interest is not completed within three months from the date on which the same is approved by the NFRA, or any change occurs in his/her/its legal representative, company name, operating premises, scope of operation and other material events, he/she/it shall inform the Company in writing within fifteen (15) business days after the actual occurrence of the aforesaid changes. Save otherwise provided in the laws, regulations and listing rules of the applicable stock exchange in the case of overseas-listed shares; (X) To observe and implement the relevant resolutions of the shareholders' general meeting; (XI) When risk events or material breaches occur in the Company, it shall cooperate with the regulatory authority to conduct investigation and to dispose of the risks;	(~~IX~~VIII) If the shares of the Company held by a shareholder are involved in a litigation, arbitration, subject to legal enforcement by judicial authorities or subject to pledge, or discharged from pledge, the relevant shareholder shall inform the Company in the form of a written letter on the date on which he/she is aware of the formal launch of the litigation or arbitration produces (litigation produce is based on the date on which the relevant shareholder receives a notice of filing issued by the court, and arbitration produce is based on the date on which the relevant shareholder receives a notice of arbitration), or within fifteen (15) working days from the date on which he/she is aware that legal enforcement measures are adopted for the shares and such~~, or within three (3) days from the date on which he/she is aware that the~~ shares are subject to pledge or discharged from pledge, to facilitate the Company to inform other shareholders of relevant information in a timely manner. Save otherwise provided in the laws and regulations, laws, regulations and listing rules of the applicable stock exchange in the case of ~~overseas-listed~~ H shares or the Articles of Association;

No.	Articles Before Revision	Articles After Revision
	(XII) If a shareholder transfers or pledges his/her/its equity interest in the insurance company, or conducts related transactions with the Company, he/she/it shall comply with the laws, regulations and regulatory provisions, the interest of other shareholders and the Company shall not be adversely affected, no agreement shall be made for the pledgee or other related parties to exercise the voting rights, and it is not allowed, in the form of pledge of equity interest, to hold the equity interest of the Company on behalf, to hold shares illegally through a related party, or to transfer equity interest in a disguised manner; (XIII) Shareholders shall not engage in improper related-party transactions with the Company, and shall not obtain improper benefits by taking advantage of their influence on the Company's operation or management;	(~~I~~X) If any shareholder is involved in a merger, spin-off, being subject to measures including suspension of operation for rectification, designated custody, takeover or cancellation, or enters into dissolution, liquidation, bankruptcy, proceedings, or change in equity interest is not completed within three (3) months from the date on which the same is approved by the ~~NFRA~~ Insurance Regulatory Authority, or any change occurs in ~~his/her/its~~ the shareholder's legal representative, company name, operating premises, scope of operation and other material events, ~~he/she/~~it shall inform the Company in writing within fifteen (15) working days after the actual occurrence of the aforesaid changes. Save otherwise provided in the laws, regulations and listing rules of the applicable stock exchange in the case of ~~overseas-listed~~ H shares; (XI) To observe and implement the relevant resolutions of the shareholders' ~~general~~ meeting; (XII) When risk events or material breaches occur in the Company, it shall cooperate with the regulatory authority to conduct investigation and to dispose of the risks;

No.	Articles Before Revision	Articles After Revision
	(XIV) The shares held by a single shareholder of the Company shall not exceed one third (1/3) of the registered capital of the Company; the shares held by a single domestic limited partnership enterprise shall not accounted for more than 5% of the registered capital of the Company, and the shares held by multiple domestic limited partnerships shall not exceed 15% of the registered capital of the Company; single asset management schemes or trust products may hold the shares of the Company by purchasing publicly issued shares, which shall not account for more than 5% of the total share capital of the Company. Unless otherwise provided by laws and regulations. (XV) Other obligations imposed by laws, regulations, normative documents and the Articles of Association. According to the laws and regulations and regulatory provisions, the Company shall establish corresponding loss absorption and risk prevention mechanism in case of major risks by formulating recovery and disposal plans.	(XIII) If a shareholder transfers or pledges his/her/its equity interest in the insurance company, or conducts related transactions with the Company, he/she/it shall comply with the laws, regulations and regulatory provisions, the interest of other shareholders and the Company shall not be adversely affected, no agreement shall be made for the pledgee or other related parties to exercise the voting rights, and it is not allowed, in the form of pledge of equity interest, to hold the equity interest of the Company on behalf, to hold shares illegally through a related party, or to transfer equity interest in a disguised manner; (XIVII) Shareholders shall not engage in improper related-party transactions with the Company, and shall not obtain improper benefits by taking advantage of their influence on the Company's operation or management;

No.	Articles Before Revision	Articles After Revision
		(XIV) The shares held by a single shareholder of the Company shall not exceed one third (1/3) of the registered capital of the Company; the shares held by a single domestic limited partnership enterprise shall not accounted for more than five percent (5%) of the registered capital of the Company, and the shares held by multiple domestic limited partnerships shall not exceed fifteen percent (15%) of the registered capital of the Company; single asset management schemes or trust products may hold the shares of the Company by purchasing publicly issued shares, which shall not account for more than five percent (5%) of the total share capital of the Company. Unless otherwise provided by laws and regulations.; (XVI) To keep business secrets of the Company, not to use undisclosed material information of the Company to seek benefits, not to disclose undisclosed material information related to the Company in any way, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and non-compliant acts; (XVII) Other obligations imposed by laws, regulations, normative documents and the Articles of Association.

No.	Articles Before Revision	Articles After Revision
		According to the laws and regulations and regulatory provisions, the Company shall establish corresponding loss absorption and risk prevention mechanism in case of major risks by formulating recovery and disposal plans.
64	**Article 61** After the listing of the shares of the Company and the purchase of shares by investors, if the shares held by any investor of the Company are at least 5%, 15% and one-third (1/3) of the Company's aggregate shares, this fact must be reported to the Company in writing on the day of its occurrence, so that the Company can report to the NFRA for approval within 5 days thereof. If a shareholder holds at least 5%, 15% and one-third (1/3) of the total outstanding shares ("Excess Shares") issued by ZhongAn Online without the prior approval of NFRA, such shareholder shall, before obtaining the approval from the NFRA, be subject to necessary restrictions when exercising the shareholders' rights set out in Article 55 of the Articles of Association based on its shareholding of the Excess Shares, which include: (I) The Excess Shares will not carry any voting rights at shareholders' general meetings (including during voting by shareholders of certain class);	**Article ~~61~~ 48** After the listing of the shares of the Company and the purchase of shares by investors, if the shares held by any investor of the Company are at least five percent (5%), fifteen percent (15%) and one-third (1/3) of the Company's aggregate shares, this fact must be reported to the Company in writing within five (5) working days after the date of transaction ~~on the day of its occurrence~~, ~~so that~~ and the Company shall ~~can~~ report to the ~~NFRA~~ Insurance Regulatory Authority for approval within ten (10) working days after receipt of the report~~5 days thereof~~. If a shareholder holds at least five percent (5%), fifteen percent (15%) and one-third (1/3) of the total outstanding shares ("Excess Shares") issued by ZhongAn Online without the prior approval of ~~NFRA~~ Insurance Regulatory Authority, such shareholder shall, before obtaining the approval from the ~~NFRA~~ Insurance Regulatory Authority, be subject to necessary restrictions when exercising the shareholders' rights set out in Article ~~55~~ 42 of the Articles of Association based on its shareholding of the Excess Shares, which include:

No.	Articles Before Revision	Articles After Revision
	(II) The Excess Shares will not carry a right to nominate candidates of directors or supervisors as provided in the Articles of Association; and (III) The Excess Shares will not carry any right of receiving dividends. If any shareholder who holds at least 5% of voting shares of the Company pledges the shares it holds, it shall report to the Company in writing on the day such pledge occurs. If there is a related party relationship between shareholders holding at least 5% of shares of the Company, such shareholders shall report to the board of directors in writing. A shareholder of the Excess Shares, if having obtained an approval from the NFRA, shall hold such Excess Shares in accordance with the approval of the NFRA. Where the approval is not granted by the NFRA for holding of the Excess Shares, the shareholder shall transfer the Excess Shares so held within the time limit required by the NFRA. In case of trading halt, the shares should be transferred within 10 trading days from the date of restoration of trading. For the definition of the related party relationship mentioned above, please refer to Article 326 of the Articles of Association.	(I) The Excess Shares will not carry any voting rights ~~at shareholders' general meetings (including during voting by shareholders of certain class)~~; (II) The Excess Shares will not carry a right to nominate candidates of directors ~~or supervisors~~ as provided in the Articles of Association; and (III) The Excess Shares will not carry any right of receiving dividends. If any shareholder who holds at least five percent (5%) of voting shares of the Company pledges the shares it holds, it shall report to the Company in writing on the day such pledge occurs. If there is a related party relationship between shareholders holding at least five percent (5%) of shares of the Company, such shareholders shall report to the board of directors in writing within five (5) working days.

No.	Articles Before Revision	Articles After Revision
		A shareholder of the Excess Shares, if having obtained an approval from the ~~NFRA~~ Insurance Regulatory Authority, shall hold such Excess Shares in accordance with the approval of the ~~NFRA~~ Insurance Regulatory Authority. Where the approval is not granted by the ~~NFRA~~ Insurance Regulatory Authority for holding of the Excess Shares, the shareholder shall transfer the Excess Shares so held within the time limit required by the ~~NFRA~~ Insurance Regulatory Authority. In case of trading halt, the shares should be transferred within ten (10) trading days from the date of restoration of trading. For the definition of the related party relationship mentioned above, please refer to Article ~~326~~ 296 of the Articles of Association.

No.	Articles Before Revision	Articles After Revision
65	**Article 64** If shareholders fall into any of the following circumstances, such shareholders shall not exercise the rights of shareholders such as right of attendance at meetings, voting right, dividend distribution right and the right to make proposal, and shall undertake to submit themselves to the regulatory measures imposed on them such as restriction on shareholders' rights and order to transfer their equity interest from the NFRA: (I) The change of shareholders has not been approved by or filed with the NFRA; (II) The change of the de fecto controller of the shareholders has not been filed with the NFRA; (III) The shareholders hold shares of the insurance company by entrusting or being entrusted by other persons;	**Article ~~64~~ 49** If shareholders fall into any of the following circumstances, such shareholders shall not exercise the rights of shareholders such as right of attendance at meetings, voting right, dividend distribution right and the right to make proposal, and shall undertake to submit themselves to the regulatory measures imposed on them such as restriction on shareholders' rights and order to transfer their equity interest from the ~~NFRA~~ Insurance Regulatory Authority: (I) The change of shareholders has not been approved by or filed with the ~~NFRA~~ Insurance Regulatory Authority; (II) The change of the de facto controller of the shareholders has not been filed with the ~~NFRA~~ Insurance Regulatory Authority; (III) The shareholders hold shares of the insurance company by entrusting or being entrusted by other persons;

No.	Articles Before Revision	Articles After Revision
	(IV) The shareholders control equity interest in a disguised manner such as being entrusted with voting rights and transfer of income rights; (V) The shareholders made self-injection or false increase of share capital directly or indirectly by using insurance funds; (VI) Other behaviours of investment and shareholding which are not in compliance with regulatory requirements and relevant behaviours which breach shareholders' commitments.	(IV) The shareholders control equity interest in a disguised manner such as being entrusted with voting rights and transfer of income rights; (V) The shareholders made self-injection or false increase of share capital directly or indirectly by using insurance funds; (VI) Other behaviours of investment and shareholding which are not in compliance with regulatory requirements ~~and relevant behaviours which breach shareholders' commitments~~.
66	—	Section 2 Controlling Shareholders and De Facto Controller
67	—	**Article 51** The controlling shareholders and the de facto controller of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations and the regulations of the CSRC and the stock exchange where the Company's shares are listed, and safeguard the interests of the listed company.

No.	Articles Before Revision	Articles After Revision
68	**Article 62** In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange(s) on which the Company's shares are listed, controlling shareholders, in exercising their powers as shareholders, shall not exercise their voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders: (I) To relieve a director or supervisor of his/her duty to act honestly in the best interests of the Company; (II) To approve the expropriation by a director or supervisor (for his/her own benefit or for the benefit of another person), in any guise, of the Company's property, including (but not limited to) opportunities beneficial to the Company; (III) To approve the expropriation by a director or supervisor (for his/her own benefit or for the benefit of another person) of the individual rights or interests of other shareholders, including (but not limited to) rights to distributions and voting rights save pursuant to a restructuring submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.	**Article ~~62~~52** ~~In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange(s) on which the Company's shares are listed, controlling shareholders, in exercising their powers as shareholders, shall not exercise their voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders:~~ ~~(I) To relieve a director or supervisor of his/her duty to act honestly in the best interests of the Company;~~ ~~(II) To approve the expropriation by a director or supervisor (for his/her own benefit or for the benefit of another person), in any guise, of the Company's property, including (but not limited to) opportunities beneficial to the Company;~~ ~~(III) To approve the expropriation by a director or supervisor (for his/her own benefit or for the benefit of another person) of the individual rights or interests of other shareholders, including (but not limited to) rights to distributions and voting rights save pursuant to a restructuring submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.~~

No.	Articles Before Revision	Articles After Revision
	The controlling shareholders and de facto controller of the Company shall fulfill their fiduciary duties to the Company and other shareholders. The controlling shareholder shall strictly exercise its rights as a contributor according to law and shall not take advantage of profit distribution, asset restructuring, external investment, capital appropriation, loan guarantee, utilization of insurance funds or related party transaction to the detriment of the interests of the Company and shareholders; nor shall it take the advantage of its controlling position to the detriment of the Company and other shareholders. The controlling shareholder shall effectively manage the personnel who hold concurrent positions in the controlling shareholder and the Company to prevent conflict of interest. A staff member of the controlling shareholder, except chairman of the board of directors of the controlling shareholder, shall not concurrently serve as executive director or senior management of the Company.	Controlling shareholders and de facto controllers of the Company shall comply with the following provisions: (I) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their affiliation to prejudice the legitimate interests of the Company or other shareholders; (II) to strictly fulfil the public statements and undertakings made, without unilateral alteration or waiver; (III) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur; (IV) not to appropriate the Company's funds in any way; (V) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;

	Articles Before Revision	Articles After Revision
		(VI) not to make use of the Company's undisclosed material information for personal gain, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts; (VII) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related-party transactions, profit distribution, asset restructuring, external investment or any other means; (VIII) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organisation and business, and not to affect the independence of the Company in any way; (IX) other provisions of laws, administrative regulations, provisions of the CSRC, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

	Articles Before Revision	Articles After Revision
		Where a controlling shareholder or de facto controller of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of the Articles of Association relating to the duties of loyalty and diligence of directors shall apply. Where a controlling shareholder or de facto controller of the Company instructs a director or a member of the senior management to engage in an act that is detrimental to the interests of the Company or the shareholders, he/she shall be held jointly and severally liable with such director or member of the senior management. The controlling shareholders and de facto controller of the Company shall fulfill their fiduciary duties to the Company and other shareholders. The controlling shareholder shall strictly exercise its rights as a contributor according to law and shall not take advantage of profit distribution, asset restructuring, external investment, capital appropriation, loan guarantee, utilization of insurance funds or related party transaction to the detriment of the interests of the Company and shareholders; nor shall it take the advantage of its controlling position to the detriment of the Company and other shareholders.

	Articles Before Revision	Articles After Revision
		The controlling shareholder shall effectively manage the personnel who hold concurrent positions in the controlling shareholder and the Company to prevent conflict of interest. A staff member of the controlling shareholder, except chairman of the board of directors of the controlling shareholder, shall not concurrently serve as executive director or senior management of the Company.
69	—	**Article 53** Where a controlling shareholder or de facto controller pledges the shares of the Company held by or actually controlled by it, it shall maintain the stability of the Company's control and its production and operations.
70	—	**Article 54** Where a controlling shareholder or de facto controller transfers the shares of the Company held by it, it shall comply with the restrictive provisions on share transfer under applicable laws, administrative regulations, the rules of the CSRC, and the rules of the stock exchange on which the Company's shares are listed, as well as any undertakings made by it regarding restrictions on share transfer.
71	**Section 2** General Provisions for the Shareholders' General Meeting	**Section ~~2~~3** General Provisions for the Shareholders' ~~General~~ Meeting

No.	Articles Before Revision	Articles After Revision
72	**Article 66** The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law: (I) To decide on the Company's business policies and investment plans; (II) To elect and replace directors and to decide on matters relating to the remuneration of directors; (III) To elect and replace those supervisors who are not employee representatives, and to decide on matters relating to the remuneration of supervisors; (IV) To consider and approve reports of the board of directors; (V) To consider and approve reports of the supervisory committee; (VI) To consider and approve the Company's annual financial budget and final accounts; (VII) To consider and approve the Company's profit distribution proposal and proposal for making up losses;	**Article ~~66~~ 55** The shareholders' ~~general~~ meeting of the Company is composed of all shareholders. The shareholders' meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law: (I) ~~To decide on the Company's business policies and investment plans;~~ ~~(II)~~ To elect and replace directors who are not employee representatives and to decide on matters relating to the remuneration of directors; ~~(III) To elect and replace those supervisors who are not employee representatives, and to decide on matters relating to the remuneration of supervisors;~~ (II~~V~~) To consider and approve reports of the board of directors; ~~(V) To consider and approve reports of the supervisory committee;~~ ~~(VI) To consider and approve the Company's annual financial budget and final accounts;~~ (~~VII~~) To consider and approve the Company's profit distribution proposal and proposal for making up losses;

No.	Articles Before Revision	Articles After Revision
	(VIII) To pass resolutions on the increase or reduction in registered capital of the Company and repurchase of the Company's shares under the laws and regulations; (IX) To pass resolutions on the issuance of bonds or other securities and the listing of the Company; (X) To pass resolutions on the appointment, removal or non-renewal of accounting firms that conduct regular statutory audit on the financial reports of the Company; (XI) To pass resolutions on matters such as merger, division, dissolution, liquidation or change of the form of the Company; (XII) To consider resolutions on amendments to the Articles of Association, rules of procedures of the general meetings, board of director and supervisory committee; administrative rules on related party transactions, as well as relevant governance system such as asset management authorization system;	(~~I~~VIII) To pass resolutions on the increase or reduction in registered capital of the Company and the repurchase of the Company's shares subject to decisions of the shareholders' meeting under laws and Article 28 of the Articles of Association ~~repurchase of the Company's shares repurchase of the Company's shares under the laws and regulations~~; (~~I~~XV) To pass resolutions on the issuance of bonds or other securities and the listing of the Company; (~~X~~XVI) To pass resolutions on the appointment, removal or non-renewal of accounting firms that conduct regular statutory audit on the financial reports of the Company; (~~XI~~VII) To pass resolutions on matters such as merger, division, dissolution, liquidation or change of the form of the Company; (~~XII~~VIII) To consider resolutions on amendments to the Articles of Association, rules of procedures of the shareholder's ~~general~~ meetings, board of director ~~and supervisory committee~~; ~~administrative rules on related party transactions, as well as relevant governance system such as asset management authorization system;~~

No.	Articles Before Revision	Articles After Revision
	(XIII) To consider any motion proposed by shareholders representing at least 3% of the shares of the Company carrying the right to vote; (XIV) To consider the share incentive plan; (XV) To consider approving the establishment of a legal entity (such legal entity refers to a domestic or overseas entity established and controlled by the Company for direct investment purpose); (XVI) To consider and approve the change in the use of proceeds; (XVII) To consider the Company's acquisition or disposal of material assets with a value more than 30% of the latest audited total assets of the Company within one year; (XVIII) To consider and approve the disposal and write-off of material assets in the value of more than 30% of the Company's latest audited total assets;	(IXIII) To consider any motion proposed by shareholders representing at least one percent (1%) ~~3%~~ of the shares of the Company ~~carrying the right to vote~~; (XIV) To consider the share incentive plan and the employee stock ownership plan; (XIV) To consider approving the establishment of a legal entity (such legal entity refers to a domestic or overseas entity established and controlled by the Company for direct investment purpose); (XVIII) To consider and approve the change in the use of proceeds~~:~~; (XIVII) To consider the Company's acquisition or disposal of material assets with a value more than thirty percent (30%) of the latest audited total assets of the Company within one (1) year; (XVIIIV) To consider ~~and approve~~ the disposal and write-off of material assets in the value of more than thirty percent (30%) of the Company's latest audited total assets within one (1) year;

No.	Articles Before Revision	Articles After Revision
	(XIX) To consider the provision of material asset pledge with a single or cumulative amount of more than 30% of the latest audited total assets of the Company within one year; (XX) To consider the major external investment matters where the single project transaction amount exceeds 30% of the latest audited total assets of the Company, and to formulate the management systems for the use of the Company's funds and investment authority within the terms of reference; (XXI) To consider other matters required to be determined by the shareholders' general meeting under the laws, administrative regulations, departmental rules or the Articles of Association.	(XV~~IX~~) To consider the provision of material asset pledge with a single or cumulative amount of more than thirty percent (30%) of the latest audited total assets of the Company within one (1) year; (XX~~X~~VI) To consider the major external investment matters where the single project transaction amount exceeds thirty percent (30%) of the latest audited total assets of the Company, ~~and to formulate the management systems for the use of the Company's funds and investment authority within the terms of reference~~ and other external investment matters which are subject to the consideration of the shareholders' meeting pursuant to provisions of the Articles of Association on special resolutions of the shareholders' meeting; (XX~~I~~VII) To consider other matters required to be determined by the shareholders' ~~general~~ meeting under the laws, administrative regulations, departmental rules or the Articles of Association.

No.	Articles Before Revision	Articles After Revision
73	**Article 67** The aforesaid matters within the competence of the shareholders' general meeting shall be considered and determined by the shareholders' general meeting, but in necessary, reasonable and legal cases, the shareholders' general meeting may authorize the board of directors to make such determination. Such authorization shall be clear and specific. The shareholders' general meeting shall not delegate any of its statutory functions and powers to the board of directors or any other institutions or individuals.	**Article ~~67~~56** The aforesaid matters within the competence of the shareholders' ~~general~~ meeting shall be considered and determined by the shareholders' ~~general~~ meeting, ~~but~~ unless otherwise provided by laws, administrative regulations, provisions of the CSRC or the rules of the stock exchange, and the above-mentioned powers of the shareholders' meeting may not be exercised by the board of directors or other bodies and individuals on its behalf by delegation. ~~in necessary, reasonable and legal cases~~Insofar as laws and regulations, and regulatory requirements permit, the shareholders' ~~general~~ meeting may authorize the board of directors to make such determination in respect of specific matters in accordance with the provisions of the Articles of Association. Such authorization shall be clear and specific. ~~The shareholders' general meeting shall not delegate any of its statutory functions and powers to the board of directors or any other institutions or individuals.~~

No.	Articles Before Revision	Articles After Revision
	For the authorization to the board of directors by the shareholders' general meeting, if the authorization relates to matters required by the Articles of Association to be passed by ordinary resolutions at general meeting, it shall be passed by the shareholders (including proxy of shareholders) representing more than half of the voting rights present in the shareholders' general meeting; if the authorization relates to matters required by the Articles of Association to be passed by special resolutions of general meeting, it shall be passed by shareholders (including proxy of shareholders) representing no less than two thirds (2/3) of the voting rights present in the shareholders' general meeting.	For the authorization to the board of directors by the shareholders' ~~general~~ meeting, if the authorization relates to matters required by the Articles of Association to be passed by ordinary resolutions at shareholders' ~~general~~ meeting, it shall be passed by the shareholders (including proxy of shareholders) representing more than half of the voting rights present in the shareholders' ~~general~~ meeting; if the authorization relates to matters required by the Articles of Association to be passed by special resolutions of shareholders' ~~general~~ meeting, it shall be passed by shareholders (including proxy of shareholders) representing no less than two thirds (2/3) of the voting rights present in the shareholders' ~~general~~ meeting.
74	**Article 68** The Company shall not, without the prior approval at shareholders' general meeting, enter into any contract with any person other than a director, a supervisor and member of the senior management whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person.	**Article ~~68~~57** Except in special circumstances such as when the Company is in crisis, ~~T~~the Company shall not, without the ~~prior~~ approval by a special resolution at shareholders' ~~general~~ meeting, enter into any contract with any person other than a director~~, a supervisor~~ and member of the senior management whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person.

No.	Articles Before Revision	Articles After Revision
75	**Article 69** Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors. Annual general meetings shall be held once every year within six (6) months after the end of each financial year.	**Article ~~69~~58** Shareholders' ~~general~~ meetings are divided into annual ~~general~~ shareholders' meetings and extraordinary ~~general~~ shareholders' meetings. Shareholders' ~~general~~ meetings shall be convened by the board of directors. Annual ~~general~~ shareholders' meetings shall be held once (1) every year within six (6) months after the end of each financial year.
76	**Article 70** An extraordinary general meeting shall be convened within two (2) months from the occurrence of any of the following events: (I) The number of directors is lower than that specified in the Company Law or less than two thirds (2/3) of the total number of directors specified in the Articles of Association; (II) The Company's uncovered losses amount to one third (1/3) of the Company's total share capital;	**Article ~~70~~59** An extraordinary ~~general~~ shareholders' meeting shall be convened within two (2) months from the occurrence of any of the following events: (I) The number of directors is lower than that specified in the Company Law or less than two thirds (2/3) of the total number of directors specified in Article 138 of the Articles of Association; (II) The Company's uncovered losses amount to one third (1/3) of the Company's total share capital;

No.	Articles Before Revision	Articles After Revision
	(III) Shareholder(s) holding at least 10% of the Company's issued shares carrying voting rights, on a one vote per share basis, request(s) in writing the convening of an extraordinary general meeting; (IV) The board of directors considers it necessary; (V) The supervisory committee proposes that such a meeting shall be convened; (VI) such a meeting is requested by no less than half of and at least two independent directors to the board of directors; (VII) Other circumstances as provided by laws, administrative regulations, departmental rules or the Articles of Association.	(III) Shareholder(s) individually or jointly holding at least ten percent (10%) of the Company's ~~issued~~ shares ~~carrying voting rights~~, on a one vote per share basis, request(s) in writing the convening of an extraordinary ~~general~~ shareholders' meeting; (IV) The board of directors considers it necessary; (V) The ~~supervisory~~ audit committee proposes that such a meeting shall be convened; (VI) such a meeting is requested by no less than half of and at least two (2) independent directors to the board of directors; (VII) Other circumstances as provided by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.
77	Section 3 Convening of Shareholders' General Meetings	Section ~~3~~4 Convening of Shareholders' ~~General~~ Meetings

No.	Articles Before Revision	Articles After Revision
78	**Article 71** A shareholders' general meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable to perform his/her duties due to some reason, an executive director elected by at least half of all directors shall act as the chairman and preside over the meeting; if the executive director is unable to perform his/her duties due to some reason, a director elected by at least half of all directors shall act as the chairman and preside over the meeting; if no chairman of the meeting is elected by the board of directors, a shareholder elected by the shareholders present at the meeting shall act as the chairman and preside over the meeting; if no chairman of the meeting is elected by shareholders for any reason, the shareholder present at the meeting (including his proxy) holding the largest number of voting shares shall be the chairman of such meeting.	**Article ~~71~~60** The board of directors shall convene the shareholders' meeting on time within the specified period. ~~A shareholders' general meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable to perform his/her duties due to some reason, an executive director elected by at least half of all directors shall act as the chairman and preside over the meeting; if the executive director is unable to perform his/her duties due to some reason, a director elected by at least half of all directors shall act as the chairman and preside over the meeting; if no chairman of the meeting is elected by the board of directors, a shareholder elected by the shareholders present at the meeting shall act as the chairman and preside over the meeting; if no chairman of the meeting is elected by shareholders for any reason, the shareholder present at the meeting (including his proxy) holding the largest number of voting shares shall be the chairman of such meeting.~~

No.	Articles Before Revision	Articles After Revision
	At least half and no less than two independent directors shall have the right to request the Board to convene an extraordinary general meeting. In response to any request from independent directors for convening an extraordinary general meeting, the Board shall convene an extraordinary general meeting within two months upon receipt of the request in accordance with the requirements of laws, regulations and regulatory provisions and provisions of the Articles of Association.	At least half and no less than two (2) independent directors shall have the right to request the Board to convene an extraordinary ~~general~~ shareholders' meeting. In response to any request from independent directors for convening an extraordinary shareholders' ~~general~~ meeting, the Board shall provide written feedback on whether to agree with the proposal to convene such ~~an~~ extraordinary shareholders' ~~general~~ meeting within ten (10) days ~~two months~~ upon receipt of the request in accordance with the requirements of laws, regulations and regulatory provisions and provisions of the Articles of Association. In the event that the Board agrees to convene an extraordinary shareholders' meeting, the Board shall issue an extraordinary shareholders' meeting notice within five (5) days of making its resolutions. In the event that the Board declines to convene an extraordinary shareholders' meeting, the Board shall specify the reasons and make an announcement, and independent directors shall report to the Insurance Regulatory Authority.

No.	Articles Before Revision	Articles After Revision
		Article 87 A shareholders' meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors is unable to perform or does not perform his/her duties due to some reason, one (1) director elected by more than one half of all directors shall preside over the meeting. At a shareholders' meeting convened by the audit committee, the convener of the audit committee shall preside. If the convener of the audit committee fails or is unable to perform his/her duties, the meeting shall be presided over by one (1) member of the audit committee jointly elected by more than one-half of the members of the audit committee. If a shareholders' meeting is convened by a shareholder himself/herself or shareholders themselves, the meeting shall be presided over by the convener(s) or the representative selected by the convener(s). When a shareholders' meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the shareholders' meeting impossible, with the consent of shareholders holding more than one-half of the voting rights present at the meeting, the shareholders' meeting may elect one (1) person to serve as the chairman of the meeting and the meeting shall continue.

No.	Articles Before Revision	Articles After Revision
79	**Article 72** In the event that the board of directors is unable or fails to perform the duties of convening shareholders' general meetings, the supervisory committee shall promptly convene and preside over the meetings. If the supervisory committee fails to convene and preside over a shareholders' general meeting, shareholders severally or jointly holding 10% or more of the Company's shares carrying voting rights, on a one vote per share basis, for at least ninety (90) consecutive days shall have the right to convene and preside over the meeting.	~~**Article 72** In the event that the board of directors is unable or fails to perform the duties of convening shareholders' general meetings, the supervisory committee shall promptly convene and preside over the meetings. If the supervisory committee fails to convene and preside over a shareholders' general meeting, shareholders severally or jointly holding 10% or more of the Company's shares carrying voting rights, on a one vote per share basis, for at least ninety (90) consecutive days shall have the right to convene and preside over the meeting.~~ **Article 61** The audit committee shall be entitled to make a proposal to the board of directors on holding an extraordinary shareholders' meeting and shall make such a proposal in written form. The board of directors shall give a written reply on whether to agree or not to hold an extraordinary shareholders' meeting within ten (10) days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles of Association.

No.	Articles Before Revision	Articles After Revision
		Where the board of directors agrees to hold an extraordinary shareholders' meeting, a notice of shareholders' meeting shall be given within five (5) days after the resolution of the board of directors is made. Any change to the original proposal in the notice shall be subject to the approval from the audit committee. Where the board of directors does not agree to hold such meeting or fails to give a written reply within ten (10) days upon receipt of the proposal, it shall be deemed that the board of directors is unable or fails to perform the duties of convening shareholders' meetings, the audit committee may convene and preside over the meetings on its own.
80	**Article 73** An extraordinary general meeting or class shareholders' meeting required by shareholders shall be convened in accordance with the following procedures:	**Article 6273** An extraordinary ~~general~~ shareholders' meeting or class shareholders' meeting ~~required~~ requested by shareholders shall be convened in accordance with the following procedures:

No.	Articles Before Revision	Articles After Revision
	(I) Two or more shareholders who jointly hold 10% or more of the shares carrying voting rights, on a one vote per share basis, at the proposed meeting may request the board of directors to convene an extraordinary general meeting or class shareholders' meeting by signing a written requisition or several copies with the same format and content, and to illustrate the subject of the meetings. The board of directors shall convene an extraordinary general meeting or class shareholders' meeting as soon as possible upon receipt of the foresaid written requisition. The aforesaid number of shareholdings is calculated as at the date of the submission of the written requisition by the shareholders.	(I) Shareholders who individually or jointly hold ten percent (10%) or more of the shares carrying voting rights, ~~on a one vote per share basis,~~ at the proposed meeting shall have the right to propose to ~~may request~~ the board of directors to convene an extraordinary shareholders' ~~general~~ meeting or class shareholders' meeting, and ~~by signing~~ a written ~~requisition~~ request shall be submitted to the board of directors ~~or several copies with the same format and content, and to illustrate the subject of the meetings~~. The board of directors shall give written feedback as to whether it agrees to convene an extraordinary ~~general~~ shareholders' meeting within ten (10) days after receiving the request according to laws, administrative regulations and the Articles of Association ~~or class shareholders' meeting as soon as possible upon receipt of the foresaid written requisition. The aforesaid number of shareholdings is calculated as at the date of the submission of the written requisition by the shareholders~~.

No.	Articles Before Revision	Articles After Revision
	(II) If the board of directors fails to issue a notice of convening such a meeting within thirty (30) days from the date of receipt of the aforesaid written requisition, the shareholders who raise the requisition may themselves convene the meeting within four (4) months from the date of receipt of the requisition by the board of directors. The procedures of convening the meeting shall be the similar as those of convening a shareholders' general meeting by the board of directors as far as possible. All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.	~~(II) If the board of directors fails to issue a notice of convening such a meeting within thirty (30) days from the date of receipt of the aforesaid written requisition, the shareholders who raise the requisition may themselves convene the meeting within four (4) months from the date of receipt of the requisition by the board of directors. The procedures of convening the meeting shall be the similar as those of convening a shareholders' general meeting by the board of directors as far as possible.~~ (II) If the board of directors agrees to convene such meetings, it shall issue a notice within five (5) days after passing the board resolution. Any changes to the original proposal in the notice shall be approved by the relevant shareholders. (III) If the board of directors does not agree to convene such meetings or it does not reply within ten (10) days after receiving the request(s), shareholder(s) who individually or jointly hold at least ten percent (10%) of the shares carrying voting rights at the proposed meeting shall propose to the audit committee in writing to convene such meetings.

No.	Articles Before Revision	Articles After Revision
		(IV) The audit committee shall make decisions and give a written reply to the requesting shareholders within five (5) days after receiving the request as to whether such meetings are to be convened. Where the audit committee agrees to hold such meetings, a notice of the meeting shall be despatched within the same deadline. Any changes to the original request in the notice shall be approved by the relevant shareholders. (V) Where the audit committee disagrees to convene such meetings or fails to despatch a notice of the meeting within the deadline required under (IV) of this Article, shareholder(s) who individually or jointly hold at least ten percent (10%) of the shares carrying voting rights at the proposed meeting for at least ninety (90) consecutive days may convene and preside over such meetings on their own. All reasonable expenses incurred ~~for such meeting convened~~ by the shareholders from convening on their own and presiding over such meetings in accordance with this article ~~as a result of the failure of the board of directors to convene a meeting as required by the above request(s)~~ shall be borne by the Company ~~and be set off against sums owed by the Company to the defaulting directors~~.

No.	Articles Before Revision	Articles After Revision
		Convening shareholders shall not hold less than ten percent (10%) of the shares before the resolution of a shareholders' meeting is announced.
81	—	**Article 63** Where the audit committee or shareholders decide to convene a shareholders' meeting on its/their own, they shall notify the board of directors in writing. Where there are any other provisions of the securities regulatory rules of the place where the Company's shares are listed in relation to convening of shareholders' meetings by the audit committee or shareholders, such provisions shall prevail, provided they do not contravene domestic laws, administrative regulations or the Articles of Association.
82	**Article 73** … All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.	**Article ~~73~~64** ~~…~~ For the shareholders' meetings convened by the audit committee or shareholders on its/their own, the board of directors and the secretary to the Board shall work in a cooperative manner. The board of directors shall provide the register of shareholders as at the record date.

No.	Articles Before Revision	Articles After Revision
		All necessary expenses incurred in connection with a shareholders' meeting convened by the audit committee on its own shall be borne by the Company. ~~All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.~~
83	**Section 4** Notices and Proposals of Shareholders' General Meeting	**Section ~~4~~5** Notices and Proposals of Shareholders' ~~General~~ Meeting
84	**Article 74** A written notice of annual general meeting shall be given twenty days before the date of meeting when the Company convenes an annual general meeting, and a written notice of extraordinary shareholders' general meeting shall be given fifteen days before the date of meeting when the Company convenes an extraordinary shareholders' general meeting, to notify the shareholders whose names appear in the share register of the matters to be considered at, and the date and place of, the meeting.	**Article ~~74~~65** ~~A written notice of annual general meeting shall be given twenty days before the date of meeting when the Company convenes an annual general meeting, and a written notice of extraordinary shareholders' general meeting shall be given fifteen days before the date of meeting when the Company convenes an extraordinary shareholders' general meeting~~When the Company convenes an annual shareholders' meeting, it shall inform all shareholders by way of announcement twenty (20) days prior to the meeting, and fifteen (15) days prior to the holding of an extraordinary shareholders' meeting, to notify the shareholders whose names appear in the share register of the matters to be considered at, and the date and place of, the meeting.

No.	Articles Before Revision	Articles After Revision
		The day on which the meeting is held shall not be included in calculating the commencement of the time period. The notice of a shareholders' meeting shall be given to shareholders in a manner that complies with applicable laws, administrative regulations, the securities regulatory rules of the jurisdiction in which the Company's shares are listed, and the Articles of Association.
85	**Article 75** Ten (10) days before the date scheduled to convene a general meeting, the Company shall send a copy of the notice of meeting in writing and by e-mail to the NFRA.	**Article ~~75~~66** Ten (10) days before the date scheduled to convene a ~~general~~ shareholders' meeting, the Company shall send a copy of the notice of meeting in writing and by e-mail to the ~~NFRA~~ Insurance Regulatory Authority. Where the Company convenes a shareholders' meeting, it shall also notify the Insurance Regulatory Authority at least three (3) working days in advance. Where such time requirement cannot be met due to special circumstances, the Company shall give timely notice and provide reasons therefor.

No.	Articles Before Revision	Articles After Revision
86	**Article 76** After the notice of the general meeting is dispatched, the Board can change the time of the general meeting but must issue a new notice in accordance with Articles 74 and 75 of the Articles of Association.	**Article ~~76~~ 67** After the notice of the ~~general~~ shareholders' meeting is dispatched, the convener, with legitimate reasons ~~the Board can~~ to change the time of the ~~general~~ shareholders' meeting before the holding of the meeting, ~~but must~~ shall issue a new notice within such period and in such manner as prescribed ~~in accordance with~~ by Article~~s 74 and 75~~65 of the Articles of Association. Where any postponement or cancellation is involved, the relevant requirements of Article 71 of the Articles of Association shall also be complied with.
87	**Article 77** The notice of a shareholders' general meeting shall meet the following requirements: (I) it shall be made in writing; (II) it shall specify the place, date and time of the meeting; (III) it shall describe the matters to be discussed at the meeting;	**Article ~~77~~68** The notice of a shareholders' ~~general~~ meeting shall ~~meet~~ contain the following ~~requirements~~ contents: (I) ~~it shall be made in writing;~~ ~~(II)~~ it shall specify the place, date and time of the meeting; (II~~I~~) it shall ~~describe~~ submit the matters and proposals to be ~~discussed~~ considered at the meeting;

No.	Articles Before Revision	Articles After Revision
	(IV) it shall provide necessary information and explanations to the shareholders so as to make sensible decision for the matters to be discussed. This principle shall include (but not limited to) the circumstances where the Company proposes a merger, repurchase of shares, reorganization of share capital or other restructuring, the Company shall provide the specific conditions and contracts (if any) of the proposed transaction and shall earnestly explain the cause and consequence of such transaction;	~~(IV) it shall provide necessary information and explanations to the shareholders so as to make sensible decision for the matters to be discussed. This principle shall include (but not limited to) the circumstances where the Company proposes a merger, repurchase of shares, reorganization of share capital or other restructuring, the Company shall provide the specific conditions and contracts (if any) of the proposed transaction and shall earnestly explain the cause and consequence of such transaction;~~
	(V) proposed changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only;	~~(V) proposed changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only;~~
	(VI) it shall disclose the nature and extent of the conflict of interest, if any, of any director, supervisor or any senior management in any matter to be discussed; and provide an explanation for the differences between the way in which the matter to be discussed would affect such director, supervisor or any senior management in his capacity as shareholders and the way in which such matter would affect other shareholders of the same class;	~~(VI) it shall disclose the nature and extent of the conflict of interest, if any, of any director, supervisor or any senior management in any matter to be discussed; and provide an explanation for the differences between the way in which the matter to be discussed would affect such director, supervisor or any senior management in his capacity as shareholders and the way in which such matter would affect other shareholders of the same class;~~

No.	Articles Before Revision	Articles After Revision
	(VII) it shall contain the full text of any special resolutions proposed to be adopted at the meeting; (VIII) it shall contain a conspicuous statement that shareholders who have the right to attend and vote thereat shall have the right to appoint one or more than one proxy to attend and vote on their behalf and that such proxy need not be a shareholder; (IX) it shall state the time and place for serving the power of attorney in respect of voting at the meeting; (X) it shall contain the name and phone number of the permanent contact person for the meeting.	~~(VII) it shall contain the full text of any special resolutions proposed to be adopted at the meeting;~~ (~~V~~III) it shall contain a conspicuous statement that ~~shareholders who have the right to attend and vote thereat shall have the right to appoint one or more than one proxy to attend and vote on their behalf~~ all shareholders shall have the right to attend shareholders' meetings and may appoint a proxy in writing to attend and vote on their behalf, and that such proxy need not be a shareholder of the Company; (I~~X~~V) ~~it shall state the time and place for serving the power of attorney in respect of voting at the meeting~~ the record date for the shareholders entitled to attend the shareholders' meeting; (~~X~~V) it shall contain the name and phone number of the permanent contact person for the meeting; (VI) the time and procedures for voting by way of online or other means, the mode of attendance and required electronic devices (if any).

No.	Articles Before Revision	Articles After Revision
88	**Article 78** A notice of a shareholders' general meeting shall be served on each shareholder (regardless of whether such shareholder is entitled to vote at the meeting), by hand or prepaid mail to the address of the shareholder as shown in the register of shareholders. For holders of the unlisted shares, the notice of a general meeting may also be given by public announcement. The public announcement referred to in the preceding article shall be published in one or more newspapers or periodicals designated by the competent securities department under the State Council. Once the announcement is made, all holders of the unlisted shares shall be deemed to have received the notice of the relevant shareholder's meeting. For holders of overseas listed shares, subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed, the notice of a general meeting may be published on the websites of the Company and Hong Kong Stock Exchange in lieu of delivery by hand or prepaid mail. Once the announcement is made, all holders of the overseas listed shares shall be deemed to have received the notice of the relevant shareholder's meeting.	~~**Article 78** A notice of a shareholders' general meeting shall be served on each shareholder (regardless of whether such shareholder is entitled to vote at the meeting), by hand or prepaid mail to the address of the shareholder as shown in the register of shareholders. For holders of the unlisted shares, the notice of a general meeting may also be given by public announcement.~~ ~~The public announcement referred to in the preceding article shall be published in one or more newspapers or periodicals designated by the competent securities department under the State Council. Once the announcement is made, all holders of the unlisted shares shall be deemed to have received the notice of the relevant shareholder's meeting.~~ ~~For holders of overseas listed shares, subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed, the notice of a general meeting may be published on the websites of the Company and Hong Kong Stock Exchange in lieu of delivery by hand or prepaid mail. Once the announcement is made, all holders of the overseas listed shares shall be deemed to have received the notice of the relevant shareholder's meeting.~~

No.	Articles Before Revision	Articles After Revision
89	—	**Article 69** Where the shareholders' meeting intends to discuss the election of directors, the notice of the shareholders' meeting shall fully disclose the detailed information of the director candidates, which shall include at least the following: (I) Personal particulars such as educational background, working experience, and concurrent positions held; (II) Whether there is any connected relationship with the Company or its controlling shareholders and de facto controllers, and whether the candidate constitutes a connected person as defined under the Hong Kong Listing Rules; (III) The number of shares of the Company held by the candidate; (IV) Whether the candidate has been subject to any penalties imposed by the CSRC or other relevant authorities, or any disciplinary actions taken by the stock exchange(s); (V) Other contents required by the CSRC and the stock exchange(s) of the place(s) of listing.

No.	Articles Before Revision	Articles After Revision
		Where the Company, after despatching the notice of the shareholders' meeting, receives a written notice of the nomination of director candidates from shareholders, it shall publish an announcement or supplemental circular in a timely manner in accordance with the securities regulatory rules of the place where the Company's shares are listed, to disclose relevant information of the candidates, and shall ensure that shareholders are given at least seven (7) days to consider such disclosed information before the election meeting. The Company shall also assess whether it is necessary to postpone the election meeting to give shareholders a long period of at least ten (10) working days to consider relevant information. Where the meeting needs to be rescheduled, it shall be done in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

No.	Articles Before Revision	Articles After Revision
90	**Article 79** An accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat.	**Article ~~79~~70** An accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat. Where there are any other provisions of laws, administrative regulations and the Articles of Association on the effect of resolutions and shareholders' remedies, such provisions shall prevail.
91	—	**Article 71** After the notice of the shareholders' meeting has been issued, the shareholders' meeting shall not be postponed or cancelled without proper justification, and the proposals set out in the notice of the shareholders' meeting shall not be withdrawn. In the event of any postponement or cancellation, the convenor shall notify all shareholders and make an announcement to state the reasons therefor as soon as possible. Where the securities regulatory rules of the place(s) where the Company's shares are listed contain special provisions regarding the procedures for postponing or cancelling a shareholders' meeting, such provisions shall prevail, provided that they do not contravene domestic regulatory requirements.

No.	Articles Before Revision	Articles After Revision
92	**Article 86** The board of directors, the supervisory committee, and shareholder(s) individually or jointly holding at least 3% of the Company's shares shall have the right to submit proposed resolutions in writing to the Company for a shareholders' general meeting of the Company and the Company shall include any proposed resolutions which are within the powers of a shareholders' general meeting in the agenda.	**Article ~~86~~72** The board of directors, the ~~supervisory committee~~ audit committee, and shareholder(s) individually or jointly holding at least ~~3%~~one percent (1%) of the Company's shares shall have the right to submit proposed resolutions in writing to the Company for a shareholders' ~~general~~ meeting of the Company and the Company shall include any proposed resolutions which are within the powers of a shareholders' ~~general~~ meeting in the agenda.
93	**Article 87** The shareholder(s) individually or jointly holding at least 3% of the Company's shares may submit extra proposed resolutions in writing to the board of directors in writing ten (10) days prior to the shareholders' general meeting. The board of directors shall issue a notice to other shareholders and submit the proposed resolutions to the shareholders' general meeting for consideration and approval within two (2) days after receipt thereof.	**Article ~~87~~73** The shareholder(s) individually or jointly holding at least ~~3%~~one percent (1%) of the Company's shares may submit extra proposed resolutions in writing to the convener ~~board of directors in writing~~ ten (10) days prior to the shareholders' ~~general~~ meeting. The ~~board of directors~~ convener shall issue a supplementary notice to ~~other~~ shareholders, announce the content of the proposed resolution and submit the proposed resolutions to the shareholders' ~~general~~ meeting for consideration and approval within two (2) days after receipt thereof~~.~~, however, except for the proposed resolutions that violate the requirements of laws, administrative regulations or the Articles of Association, or are not within the terms of reference of the shareholders' meeting.

No.	Articles Before Revision	Articles After Revision
		Except as provided for in the preceding paragraph, the convener shall not amend the proposals already specified in the notice of the shareholders' meeting or add new proposals after the notice of the shareholders' meeting has been issued.
94	**Article 88** The contents of a proposal shall be within the scope of the duties and responsibilities of the shareholders' general meeting, having definite topics and specific matters for resolution, as well as being compliance with the laws, administrative regulations and the Articles of Association.	**Article ~~88~~74** The contents of a proposal shall be within the scope of the duties and responsibilities of the shareholders' ~~general~~ meeting, having definite topics and specific matters for resolution, as well as being compliance with the laws, administrative regulations, regulatory rules of the place where the Company are listed and the Articles of Association.
95	**Article 89** A matter not specified in the notice shall not be resolved at the shareholders' general meeting.	**Article ~~89~~75** A matter not specified in the notice or not in compliance with the Articles of Association shall not be voted on or resolved at the shareholders' ~~general~~ meeting.
96	Section 5 Convening of Shareholders' General Meeting	Section 6~~5~~ Convening of Shareholders' ~~General~~ Meeting
97	—	**Article 76** The board of directors and other conveners shall take necessary measures to ensure the normal order of the shareholders' meeting. Measures shall be taken to stop acts that interfere with the shareholders' meeting, provoke troubles and infringe the legitimate rights and interests of shareholders, and report to relevant authorities for investigation and penalty in a timely manner.

No.	Articles Before Revision	Articles After Revision
98	**Article 90** All shareholders are entitled to attend the shareholders' general meeting and have the right to speak and vote thereat, except where a shareholder is required to abstain from voting to approve the matter under the relevant laws, regulations and the Articles of Association.	**Article ~~90~~77** All shareholders registered on the stock registration date or their proxies are entitled to attend the shareholders' ~~general~~ meeting and have the right to speak and vote thereat, irrespective of the manner of attendance, except where a shareholder is required to abstain from voting to approve the matter under the relevant laws, regulations and the Articles of Association. The shareholders may attend the shareholders' meeting and exercise voting rights either in person or by proxy.
99	**Article 91** The shareholders may attend the shareholders' general meeting and exercise voting rights either in person or by proxy.	~~**Article 91** The shareholders may attend the shareholders' general meeting and exercise voting rights either in person or by proxy.~~
100	**Article 80** Any shareholder entitled to attend and vote at a meeting of the Company shall be entitled to attend the meeting in person or appoint one or more persons (whether a shareholder or not) as his/her/its proxy to attend and vote on his/her/its behalf. According to the appointment of the shareholder, a proxy so appointed shall: (I) have the right to speak at the meeting same as the shareholder;	**Article ~~80~~78** Any shareholder entitled to attend and vote at a meeting of the Company shall be entitled to attend the meeting in person or appoint one (1) or more persons (whether a shareholder or not) as his/her/its proxy to attend and vote on his/her/its behalf. According to the appointment of the shareholder, a proxy so appointed shall: (I) have the right to speak at the meeting same as the shareholder;

No.	Articles Before Revision	Articles After Revision
	(II) have the right to demand a poll on his/her own or together with other persons; and (III) exercise his or her voting rights, but when more than one proxy has been appointed, the proxies only have the right to vote by poll. Where a shareholder is a recognized clearing house or an agent of clearing house, it may authorize one or more persons that it deems suitable to attend on its behalf any shareholders' general meeting or any class meeting of shareholders. However, if more than one person is authorized, the power of attorney shall specify the number and class of shares involved in the appointment of each such person. The person(s) so authorised can represent the recognised clearing house (or its agent) to attend the meeting and exercise its right as if the persons are individual shareholders of the Company.	(II) have the right to demand a poll on his/her own or together with other persons; and (III) exercise his or her voting rights, but when more than one (1) proxy has been appointed, the proxies only have the right to vote by poll. Where a shareholder is a recognized clearing house or an agent of clearing house, it may authorize one (1) or more persons that it deems suitable to attend on its behalf ~~any~~ a shareholders' ~~general~~ meeting or any class meeting of shareholders. However, if more than one person is authorized, the power of attorney shall specify the number and class of shares involved in the appointment of each such person. The person(s) so authorised can represent the recognised clearing house (or its agent) to attend the meeting and exercise its right as if the persons are individual shareholders of the Company.

No.	Articles Before Revision	Articles After Revision
101	**Article 81** A shareholder shall appoint a proxy by an instrument in writing. The instrument of proxy shall be signed by the appointer or a representative authorized in writing by such appointer. Where the appointer is a legal person, the instrument of proxy shall bear the official stamp or the signatures of its directors, or representatives duly authorized. Legal representative who attends the meeting should produce his/her own identity card, valid certificates and valid documents evidencing his/her capacity as a legal representative. While appointing a proxy to attend the meeting, the proxy should produce his/her identity card and a written proxy form legally issued by the shareholder.	~~**Article 81** A shareholder shall appoint a proxy by an instrument in writing. The instrument of proxy shall be signed by the appointer or a representative authorized in writing by such appointer. Where the appointer is a legal person, the instrument of proxy shall bear the official stamp or the signatures of its directors, or representatives duly authorized.~~ **Article 79** An individual shareholder who attends the meeting in person shall produce his/her own identification card or other valid documents or proof evidencing his/her identity; if a proxy is appointed to attend the meeting, such proxy shall produce his/her own valid proof of identity and the proxy form. A corporate shareholder shall attend the meeting by its legal representative or proxy appointed by the legal representative. Legal representative who attends the meeting should produce his/her own identity card, valid certificates ~~and valid documents~~ evidencing his/her capacity as a legal representative. While ~~appointing~~ a proxy ~~to~~ attends the meeting, the proxy should produce his/her identity card and a written ~~proxy form~~ power of attorney legally issued by the legal representative of the corporate shareholder.

No.	Articles Before Revision	Articles After Revision
		The proxy form shall be in such form (including electronic or other forms) as determined by the board of directors, or, if no such form is determined by the board of directors, in writing (which may include electronic writing), and shall be signed by the appointer or a representative authorized in writing by such appointer; where the appointer is a legal person, the power of attorney shall bear the official stamp or the signatures of its legal representative or representatives duly authorized.
102	**Article 82** The proxy form issued by a shareholder who appoints another person to attend the shareholders' general meeting shall contain the following: (i) Name of the proxy; (ii) Whether he/she has the right to vote; (iii) The individual instruction of casting approval, opposition or abstention votes on each resolution to be considered in the agenda of the shareholders' general meeting;	**Article ~~82~~80** The proxy form issued by a shareholder who appoints another person to attend the shareholders' ~~general~~ meeting shall contain the following: (i) Name of the principal and the class and number of shares of the Company held by him/her; (ii) Name of the proxy; ~~(ii) Whether he/she has the right to vote;~~ (iii) Specific instructions from the shareholder, including, among others, t~~T~~he individual instruction of casting approval, opposition or abstention votes on each resolution to be considered in the agenda of the shareholders' ~~general~~ meeting;

No.	Articles Before Revision	Articles After Revision
	(iv) The date of signing and validity of the proxy form; (v) Number of shares of the appointer as represented by the proxy.	(iv) The date of signing and validity of the proxy form; (v) Signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the legal entity shall be affixed. ~~Number of shares of the appointer as represented by the proxy.~~
103	**Article 83** The instrument appointing a voting proxy shall be placed at the Company's domicile or such other place as specified in the notice of the meeting at least 24 hours prior to the time of the meeting. Where such instrument is signed by another person authorized by the appointer, the power of attorney or other instruments authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.	**Article ~~83~~81** The instrument appointing a voting proxy shall be ~~placed~~ delivered ~~at the Company's domicile or such other place~~ to such place at such time (including in a specified electronic mean) as specified in the notice of the meeting or the proxy form~~at least 24 hours prior to the time of the meeting~~. Where such instrument is signed by another person authorized by the appointer, the power of attorney or other instruments authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place (including in a specified electronic mean) as specified in the notice of the meeting.

No.	Articles Before Revision	Articles After Revision
	Where the appointer is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' meetings as the representative of such legal person.	Where the appointer is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' meetings as the representative of such legal person.
104	**Article 92** The attendance book of the shareholders' general meeting shall be prepared by the Company. The attendance book shall specify the company names and domiciles of shareholders, and the name, identity card number, number of voting shares represented and name of the appointing shareholder of each attendee.	**Article ~~92~~84** The attendance book of the shareholders' ~~general~~ meeting shall be prepared by the Company. The attendance book shall specify the company names ~~and domiciles~~ of shareholders, and the name, identity card number, number of voting shares held or represented and name (or the company name) of the appointing shareholder of each attendee.

No.	Articles Before Revision	Articles After Revision
105	**Article 93** The Company shall set up a venue to hold general meetings in the form of on-site meetings. In the view to guarantee the legality and effectiveness of the general meeting, modern information technologies such as a safe, economical, and convenient internet-based voting platform can be used to facilitate the participation of shareholders in the general meeting. Shareholders who attend the general meeting through the abovementioned methods are deemed to be present. The resolution that should be passed on the general meeting through a special resolution shall not be approved on such a meeting by means of voting through communication.	**Article ~~93~~ 85** The Company shall set up a venue to hold ~~general~~ shareholders' meetings in the form of on-site meetings. On-site meetings include video conferences, telephone conferences, online meetings or other meetings which ensure that attendees can communicate instantly. The Company permits shareholders to attend meetings in virtual form by means of electronic communication technology and to vote by electronic means, so as to ensure that shareholders attending meetings in such manner are able to listen to the proceedings, speak, raise questions and exercise voting rights in real time. In the view to guarantee the legality and effectiveness of the shareholders' ~~general~~ meeting, modern information technologies such as a safe, economical, and convenient internet-based voting platform can be used to facilitate the participation of shareholders in the shareholders' ~~general~~ meeting. ~~Shareholders who attend the general meeting through the abovementioned methods are deemed to be present. The resolution that should be passed on the general meeting through a special resolution shall not be approved on such a meeting by means of voting through communication.~~

No.	Articles Before Revision	Articles After Revision
	The convener and a qualified third-party institution retained by the Company shall jointly verify the qualification of shareholders according to the register of shareholders, and shall register the name of the shareholders and the number of their voting shares. Such registration shall be concluded prior to the announcement by the chairman of the shareholders' general meeting of the number of shareholders and their proxies attending the meeting and the total number of their voting shares.	The convener and a qualified third-party institution retained by the Company shall jointly verify the qualification of shareholders according to the register of shareholders, and shall register the name of the shareholders and the number of their voting shares. Such registration shall be concluded prior to the announcement by the chairman of the shareholders' ~~general~~ meeting of the number of shareholders and their proxies attending the meeting and the total number of their voting shares.
106	**Article 94** The directors, supervisors and the secretary to the board of directors shall attend the shareholders' general meeting. Senior management members shall also be present at the meeting.	**Article ~~94~~86** If a shareholders' meeting requires directors and senior management members to attend the meeting, directors and senior management members shall attend such meeting and receive inquiries from shareholders. ~~The directors, supervisors and the secretary to the board of directors shall attend the shareholders' general meeting. Senior management members shall also be present at the meeting.~~ Directors and senior management shall make response to and give explanation of the inquiries and suggestions made by shareholders at the shareholders' meeting.

No.	Articles Before Revision	Articles After Revision
107	**Article 95** The Company shall formulate the rules of procedures of the shareholders' general meeting (see Appendix I to the Articles of Association) to specify in details the convention and voting procedures of the meeting, including notice, registration, deliberation of proposals, votes, vote counting, announcement of voting results, form of resolutions, minutes and the signatures thereon. The rules of procedures of the shareholders' general meeting shall be drafted by the board of directors and approved at the shareholders' general meeting.	**Article ~~95~~88** The Company shall formulate the rules of procedures of the shareholders' ~~general~~ meeting (see Appendix I to the Articles of Association) to specify in details the convention and voting procedures of the meeting, including notice, registration, deliberation of proposals, votes, vote counting, announcement of voting results, form of resolutions, minutes and the signatures thereon. The rules of procedures of the shareholders' ~~general~~ meeting shall be drafted by the board of directors and approved at the shareholders' ~~general~~ meeting.
108	**Article 96** At the annual general meeting, the board of directors and the supervisory committee shall report their respective work of the previous year to the shareholders' general meeting. Each Independent Director shall also make his duty report.	**Article ~~96~~89** At the annual shareholders' ~~general~~ meeting, the board of directors ~~and the supervisory committee~~ shall report their respective work of the previous year to the shareholders' ~~general~~ meeting. Each Independent Director shall also make his duty report.
109	**Article 97** The directors, supervisors and senior management members shall make response to and give explanation of the inquiries and suggestions made by shareholders.	~~**Article 97** The directors, supervisors and senior management members shall make response to and give explanation of the inquiries and suggestions made by shareholders.~~

No.	Articles Before Revision	Articles After Revision
110	—	**Article 90** The chairman of the meeting shall, prior to voting, declare the number of attending shareholders and proxies as well as the total number of their voting shares, and the number of attending shareholders and proxies and the total number of their voting shares as recorded in the meeting's registration shall be adopted.
111	**Article 98** The secretary to the board of directors shall be responsible for preparing the minutes of the shareholders' general meeting, which shall contain: (i) the time, venue, agenda of the meeting, and the name of the convener; (ii) the name of the chairman of the meeting, the directors, supervisors and senior management members attending or present at the meeting;	**Article 9891** The secretary to the board of directors shall be responsible for preparing the minutes of the shareholders' ~~general~~ meeting, which shall contain: (i) the time, venue, agenda of the meeting, and the name of the convener; (ii) the name of the chairman of the meeting, the directors~~, supervisors~~ and senior management members ~~attending or~~ present at the meeting;

No.	Articles Before Revision	Articles After Revision
	(iii) the number of shareholders and proxies attending the meeting, the total number of their voting shares and their respective proportions to the total number of shares of the Company; (iv) the process of examining each motion, main points of speech and the outcome of voting; (v) the inquiries or suggestions of the shareholders and the corresponding replies or explanations; (vi) the name of the lawyer, vote counter and scrutineer; (vii) other contents which shall be contained in the minutes of the meeting as prescribed by laws, regulations, regulatory documents and the Articles of Association.	(iii) the number of shareholders and proxies attending the meeting, the total number of their voting shares and their respective proportions to the total number of shares of the Company; (iv) the process of examining each motion, main points of speech and the outcome of voting; (v) the inquiries or suggestions of the shareholders and the corresponding replies or explanations; (vi) the name of the qualified third-party institution (i.e., scrutineer)~~lawyer~~, vote counter and scrutineer; (vii) other contents which shall be contained in the minutes of the meeting as prescribed by laws, regulations, regulatory documents and the Articles of Association.
112	**Article 99** Photocopies of the minutes of the meeting shall be available for inspection during business hours of the Company by any shareholder without charge. If a shareholder demands from the Company a photocopy of such minutes, the Company shall send a photocopy to him/her within ten (10) days upon receipt of reasonable charges.	~~**Article 99** Photocopies of the minutes of the meeting shall be available for inspection during business hours of the Company by any shareholder without charge. If a shareholder demands from the Company a photocopy of such minutes, the Company shall send a photocopy to him/her within ten (10) days upon receipt of reasonable charges.~~

No.	Articles Before Revision	Articles After Revision
113	**Article 100** The convener shall ensure the truth, accuracy and completeness of the minutes of the meeting. The directors, the supervisors, the secretary to the board of directors, the convener or the representative, and the chairman of the meeting shall sign on the minutes of the meeting. The minutes of meeting shall be kept together with the attendance register of the attending shareholders and the power of attorney of the proxies, and the effective information on the voting shall be kept permanently.	**Article ~~100~~92** The convener shall ensure the truth, accuracy and completeness of the minutes of the meeting. The directors attending or present at the meeting, ~~the supervisors,~~ the secretary to the board of directors, the convener or the representative, and the chairman of the meeting shall sign on the minutes of the meeting. The minutes of meeting shall be kept together with the attendance register of the attending shareholders and the power of attorney of the proxies, and the effective information on the voting shall be kept permanently.
114	—	**Article 93** The convenor shall ensure the continuous conduct of the shareholders' meeting until final resolutions are adopted. Should the meeting be suspended or become unable to pass resolutions due to force majeure or other exceptional circumstances, necessary measures shall be taken to either resume the meeting as soon as possible or directly terminate the current shareholders' meeting, with prompt public disclosure. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail to the extent of not violation of domestic laws, administrative regulations and the Articles of Association;

No.	Articles Before Revision	Articles After Revision
115	Section 6 Voting and Resolutions of Shareholders' General Meeting	Section ~~6~~7 Voting and Resolutions of Shareholders' ~~General~~ Meeting
116	**Article 101** Resolutions of a shareholders' general meeting can be ordinary resolutions or special resolutions.	**Article ~~101~~94** Resolutions of a shareholders' ~~general~~ meeting can be ordinary resolutions or special resolutions.
117	**Article 102** An ordinary resolution of a shareholders' general meeting shall be passed by a simple majority of the voting rights in the shares held by the shareholders who are present at the meeting (including proxies).	**Article ~~102~~95** An ordinary resolution of a shareholders' ~~general~~ meeting shall be passed by a simple majority of the voting rights in the shares held by the shareholders who are present at the meeting (including proxies).
118	**Article 103** A special resolution of a shareholders' general meeting shall be passed by an affirmative vote of at least two-thirds (2/3) of the Company's total voting shares being held by the shareholders who are present at the meeting (including proxies).	**Article ~~103~~96** A special resolution of a shareholders' ~~general~~ meeting shall be passed by an affirmative vote of at least two-thirds (2/3) of the Company's total voting shares being held by the shareholders who are present at the meeting (including proxies).

No.	Articles Before Revision	Articles After Revision
119	**Article 104** A shareholder (including proxy), when voting at a shareholders' general meeting, may exercise voting rights in accordance with the number of shares carrying the right to vote. Each share shall have one vote.	**Article ~~104~~97** A shareholder (including proxy), when voting at a shareholders' ~~general~~ meeting, may exercise voting rights in accordance with the number of shares carrying the right to vote. Each share shall have one (1) vote. On a poll taken at a meeting, a shareholder (including proxy) entitled to two (2) or more votes need not cast all his/her votes in the same way. Where a shareholder purchases voting shares of the Company in violation of the provisions of Paragraphs 1 and 2 of Article 63 of the Securities Law, the portion of shares exceeding the prescribed ratio shall not be entitled to voting rights within thirty-six (36) months from the date of purchase, and shall not be included in the total number of voting shares represented at the shareholders' meeting.

No.	Articles Before Revision	Articles After Revision
		The board of directors, independent directors, shareholders holding at least one percent (1%) of the voting shares, or investor protection institutions established in accordance with the provisions of laws, administrative regulations or the CSRC may solicit shareholder voting rights. When soliciting shareholder voting rights, sufficient disclosure of information such as specific voting intentions shall be made to the solicited parties. Solicitation of shareholder voting rights by means of remuneration or disguised remuneration is prohibited. Except under statutory conditions, the Company shall not impose a minimum shareholding ratio restriction on the solicitation of voting rights.
120	**Article 105** Any vote of shareholders at a shareholders' general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands.	**Article ~~105~~98** Any vote of shareholders at a shareholders' ~~general~~ meeting must be taken by poll in registered form, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands.
121	**Article 107** On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in the same way.	~~**Article 107** On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in the same way.~~

No.	Articles Before Revision	Articles After Revision
122	**Article 108** The following matters shall be passed by ordinary resolutions of a shareholders' general meeting: (I) the business objectives, development strategies and investment plans of the Company; (II) to elect and replace directors and those supervisors who are not employee representatives, and to decide on their remuneration and payment method; (III) the work reports of the board of directors and the supervisory committee;	**Article ~~108~~100** Unless otherwise stipulated by the Articles of Association, t~~T~~he following matters shall be passed by ordinary resolutions of a shareholders' ~~general~~ meeting: (I) ~~the business objectives, development strategies and investment plans of the Company;~~ ~~(II)~~ to elect and replace directors ~~and those supervisors~~ who are not employee representatives (except for the removal of independent directors), and to decide on their remuneration and payment method; (II~~I~~) the work reports of the board of directors ~~and the supervisory committee~~;

No.	Articles Before Revision	Articles After Revision
	(IV) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statement;	~~(IV) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statement;~~
	(V) the plans drafted by the board of directors for profit distribution and making up losses;	(III~~V~~) the plans drafted by the board of directors for profit distribution and making up losses;
	(VI) to engage or dismiss accounting firms that provide regular statutory audit on financial reports of the Company;	(IV~~VI~~) to engage or dismiss or not to renew the engagement of accounting firms that provide regular statutory audit on financial reports of the Company;
	(VII) other matters other than those required by laws, administrative regulations or the Articles of Association to be approved by special resolutions.	(V~~II~~) other matters other than those required by laws, administrative regulations or the Articles of Association to be approved by special resolutions.

No.	Articles Before Revision	Articles After Revision
123	**Article 109** The following matters shall be approved by special resolutions of a shareholders' general meeting: (I) the increase or reduction of the Company registered capital; (II) the issue of corporate bonds, the issue of any class of shares, warrants and other similar securities as well as the listing; (III) the acquisition of its own shares by the Company under the circumstances as stipulated in laws; (IV) the merger, spin-off, dissolution, liquidation or change to the form of the Company; (V) the amendments to the Articles of Association;	**Article ~~109~~101** The following matters shall be approved by special resolutions of a shareholders' ~~general~~ meeting: (I) the increase or reduction of the Company registered capital; (II) the issue of corporate bonds or~~, the issue of any class of shares, warrants and~~ other ~~similar~~ securities as well as the listing; (III) the acquisition of its own shares by the Company subject to consideration at the shareholders' meeting as required by laws and Article 28 of the Articles of Association ~~under the circumstances as stipulated in laws~~; (IV) the merger, spin-off, dissolution, liquidation or change to the form of the Company; (V) the amendments to the Articles of Association;

No.	Articles Before Revision	Articles After Revision
	(VI) external investment, purchase or sale of major assets, disposal and write-off of major assets or material asset pledge with a single or cumulative amount of more than 30% of the latest audited total assets of the Company within one year; (VII) to consider approving the establishment of a legal entity (such legal entity refers to a domestic or overseas entity established and controlled by the Company for direct investment purpose); (VIII) dismissal of an independent director; (IX) review and approval of the equity incentive plan; (X) such other matters which, pursuant to ordinary resolutions passed at the shareholders' general meeting, are considered to have material effect on the Company and require approval by special resolutions.	(VI) external investment, purchase or sale of major assets, disposal and write-off of major assets or material asset pledge with a single or cumulative amount of more than thirty percent (30%) of the latest audited total assets of the Company within one (1) year; (VII) to consider approving the establishment of a legal entity (such legal entity refers to a domestic or overseas entity established and controlled by the Company for direct investment purpose); (VIII) dismissal of an independent director; (IX) review and approval of the equity incentive plan and the employee stock ownership plan; (X) such other matters which, pursuant to ordinary resolutions passed at the shareholders' ~~general~~ meeting, are considered to have material effect on the Company and require approval by special resolutions.

No.	Articles Before Revision	Articles After Revision
124	**Article 110** In considering matters concerning related-party transactions by the shareholders' general meeting, the related shareholders shall not participate in voting, and the voting rights of the number of shares represented by such related shareholders will not be counted in total valid votes.	**Article ~~110~~ 102** In considering matters concerning related-party transactions and connected transactions under the Hong Kong Listing Rules by the shareholders' ~~general~~ meeting, shareholders who are required to abstain from voting in accordance with applicable laws, regulations or the listing rules of the stock exchange where the shares of the Company are listed shall not participate in voting on such matters ~~the related shareholders shall not participate in voting~~, and the voting rights of the number of shares represented by such related shareholders will not be counted in total valid votes. The announcement of the resolutions of the shareholders' meeting shall disclose, in accordance with applicable requirements, the abstention from voting and the voting results of the shareholders entitled to vote on the relevant resolution in accordance with the law.

No.	Articles Before Revision	Articles After Revision
125	**Article 136** The list of candidates for directors shall be submitted by way of proposal for the consideration at the shareholders' general meeting. The board of directors, the supervisory committee, and shareholder(s) individually or jointly holding at least 3% of the Company's shares have the rights to make proposals regarding the candidates for director. When nominating a candidate for director, the nominating director shall make special statement on the candidate's qualification and professional experience at the shareholders' general meeting. In principle, directors nominated by the same shareholder and its related parties shall not exceed one-third of the total number of Board members, unless otherwise stipulated by the state. If a director resigns due to the expiration of his/her term of office, he/she shall submit a resignation report to the board of directors of the Company to state his/her performance of duties during his/her term of office and shall hand over his/her work assumed.	~~**Article 136** The list of candidates for directors shall be submitted by way of proposal for the consideration at the shareholders' general meeting. The board of directors, the supervisory committee, and shareholder(s) individually or jointly holding at least 3% of the Company's shares have the rights to make proposals regarding the candidates for director. When nominating a candidate for director, the nominating director shall make special statement on the candidate's qualification and professional experience at the shareholders' general meeting.~~ **Article 126** Candidates for directors who are not employee representatives shall be nominated according to the following requirements: Shareholders individually or jointly holding at least three percent (3%) of the total number of voting shares of the Company and the nomination and remuneration management committee under the board of directors shall be entitled to nominate candidates for non-independent directors to the board of directors in writing, and the number of director candidates nominated shall not exceed the number of vacancies on the board of directors.

No.	Articles Before Revision	Articles After Revision
	If a director resigns due to a reason other than the expiration of his/her term of office, in addition to complying with the requirements set out in the preceding paragraph, he/she shall also specifically state in the resignation report the reason for his/her resignation and file his/her resignation report with the supervisory commission of the Company. Upon listing, necessary amendments will be made to the rules for election of directors and composition of the board of directors at the shareholders' general meeting under the relevant laws, regulations and the rules of the stock exchange in the place of listing.	Shareholders individually or jointly holding at least one percent (1%) of the total number of voting shares of the Company, and the nomination and remuneration management committee and the audit committee under the board of directors shall be entitled to nominate candidates for independent directors to the board of directors in writing, and the number of director candidates nominated shall not exceed the number of vacancies on the board of directors. The nominators shall submit to the Company a written notice of nomination, information on the candidates' qualifications for post holding, and the relevant information as specified in Article 69 hereof. The candidates shall, prior to the convening of the shareholders' meeting, make written undertakings to accept the nominations, undertake that the information submitted to shareholders is true, accurate and complete, and undertake to duly perform their duties as directors upon election. In principle, directors nominated by the same shareholder and its related parties shall not exceed one-third (1/3) of the total number of Board members, unless otherwise stipulated by the state.

No.	Articles Before Revision	Articles After Revision
		~~If a director resigns due to the expiration of his/her term of office, he/she shall submit a resignation report to the board of directors of the Company to state his/her performance of duties during his/her term of office and shall hand over his/her work assumed.~~ ~~If a director resigns due to a reason other than the expiration of his/her term of office, in addition to complying with the requirements set out in the preceding paragraph, he/she shall also specifically state in the resignation report the reason for his/her resignation and file his/her resignation report with the supervisory commission of the Company.~~ ~~Upon listing, necessary amendments will be made to the rules for election of directors and composition of the board of directors at the shareholders' general meeting under the relevant laws, regulations and the rules of the stock exchange in the place of listing.~~

No.	Articles Before Revision	Articles After Revision
		The nomination and remuneration management committee under the board of directors shall avoid being influenced by shareholders and exercise the right to nominate directors independently and prudently. Shareholders and their related parties who have nominated non-independent directors shall not re-nominate independent directors. Where shareholders propose candidates for directors by way of interim proposals, they shall, in addition to meeting the nomination conditions stipulated in this Article, comply with the procedures prescribed in Article 73 hereof. The Company shall not restrict shareholders from exercising their right to make interim proposals in accordance with the law by setting up additional nomination submission windows.

No.	Articles Before Revision	Articles After Revision
126	**Article 111** Accumulative voting system must be adopted for the election of directors and supervisors. The said cumulative voting system means that, when no less than two directors or supervisors are elected at the shareholders' general meeting, each share held by shareholders shall have the same number of voting rights as the number of directors and supervisor to be elected, and shareholders may vote by using all their voting rights attached to the shares they hold. Whether a director or supervisor is elected is determined according to the number of votes, while the total number of votes obtained by an elected director or supervisor shall exceed one-half of the total number of votes (before cumulating) held by all shareholders attending the shareholders' general meeting.	**Article ~~111~~103** The list of candidates for directors who are not employee representatives shall be submitted by way of proposal for the consideration at the shareholders' meeting. Accumulative voting system may ~~must~~ be adopted for the election of directors ~~and supervisors~~ who are not employee representatives. Accumulative voting system should be adopted for the election of no less than two (2) independent directors at the shareholders' meeting.

No.	Articles Before Revision	Articles After Revision
		The said cumulative voting system means that, when no less than two (2) directors ~~or supervisors~~ are elected at the shareholders' ~~general~~ meeting, each share held by shareholders shall have the same number of voting rights as the number of directors ~~and supervisor~~ to be elected, and shareholders may vote by using all their voting rights attached to the shares they hold. Whether a director ~~or supervisor~~ is elected is determined according to the number of votes, while the total number of votes obtained by an elected director ~~or supervisor~~ shall exceed one-half of the total number of votes (before cumulating) held by all shareholders attending the shareholders' ~~general~~ meeting. Where directors are elected by cumulative voting, the election of independent directors and other directors shall be conducted separately, and the elected directors shall be determined by the sequential ranking of votes received, in descending order, corresponding to the number of directors to be elected. Where directors are not elected by cumulative voting, each director candidate shall be proposed as a separate resolution.

No.	Articles Before Revision	Articles After Revision
127	**Article 112** Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by the shareholders who are present at a shareholders' general meeting.	**Article ~~112~~104** Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by the shareholders who are present at a shareholders' ~~general~~ meeting.
128	**Article 114** Any voting of any resolution shall be counted by at least two representatives of shareholders and one supervisor. The results of voting shall be announced by the vote counters. Any shareholder with interests in the matter under consideration and proxies of such shareholder shall not participate in the vote counting.	**Article ~~114~~ 106** Before resolutions are being voted at a shareholders' meeting, ~~Any voting of any resolution shall be counted by at least~~ two (2) representatives of shareholders shall be elected to participate in vote counting and scrutinizing ~~and one supervisor~~. ~~The results of voting shall be announced by the vote counters.~~ Any shareholder with related or connected relationship with ~~interests in~~ the matter under consideration and proxies of such shareholder shall not participate in the vote counting and scrutinizing.

No.	Articles Before Revision	Articles After Revision
	Meanwhile, before the voting on a resolution is made at the shareholders' general meeting, the auditor of the Company, the share registrar of overseas listed shares listed in Hong Kong or the external auditor who is qualified as an auditor of the Company shall be elected to participate in the vote counting and scrutinizing and announce the results of voting. The results of voting shall be recorded in the minutes of the meeting. Shareholders of the Company or their proxies who cast their votes by online voting or by other means shall have the right to check the voting results in the way in which they have cast their votes.	~~Meanwhile, before~~ When the voting on a resolution is made at the shareholders' ~~general~~ meeting, ~~the auditor of the Company,~~ a qualified third-party institution (i.e., the scrutineer) and shareholder representatives ~~the share registrar of overseas listed shares listed in Hong Kong or the external auditor who is qualified as an auditor of the Company~~ shall be jointly responsible for ~~elected to participate in the vote~~ counting votes and scrutinizing and ~~announce~~ announcing the results of voting. The results of voting on the resolution shall be recorded in the minutes of the meeting. Shareholders of the Company or their proxies who cast their votes by online voting or by other means shall have the right to check the voting results in the way in which they have cast their votes.

No.	Articles Before Revision	Articles After Revision
129	**Article 115** The chairman of the meeting shall determine, based on the results of voting, whether the resolutions of the shareholders' general meeting are approved. The chairman's decision is the final decision, and the results of voting shall be announced in the meeting. The results of voting on resolutions shall be recorded in the minutes of the meeting.	**Article ~~115~~ 107** The ending time of the shareholders' meeting shall not be earlier than that of online meeting or other access to the meeting. The chairman of the meeting shall announce the voting outcome and results for each proposal ~~determine~~, and whether or not such proposal has been approved based on the results of voting~~, whether the resolutions of the shareholders' general meeting are approved. The chairman's decision is the final decision, and the results of voting shall be announced in the meeting. The results of voting on resolutions shall be recorded in the minutes of the meeting.~~ Prior to the formal announcement of voting results, the Company, vote-counters, scrutineers, shareholders, internet service provider and relevant parties involved in voting at the shareholders' meeting, online or by other means, shall be obliged to keep the status of voting confidential.

No.	Articles Before Revision	Articles After Revision
130	**Article 117** In the event that the votes are counted at the shareholders' general meeting, the counting results shall be recorded in the minutes of the meeting. The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting shall be kept at the domicile of the Company.	~~**Article 117** In the event that the votes are counted at the shareholders' general meeting, the counting results shall be recorded in the minutes of the meeting.~~ ~~The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting shall be kept at the domicile of the Company.~~
131	**Article 118** When considering a proposed resolution at a shareholders' general meeting, no amendments shall be made thereto. Otherwise, any change made thereto shall be considered as a new proposed resolution, of which the voting shall not proceed in that meeting.	**Article ~~118~~ 109** When considering a proposed resolution at a shareholders' ~~general~~ meeting, no amendments shall be made thereto. Otherwise, any change made thereto shall be considered as a new proposed resolution, of which the voting shall not proceed in that meeting.

No.	Articles Before Revision	Articles After Revision
	Article 120 Resolutions of the shareholders' general meeting shall be announced as soon as possible after the meeting is concluded. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares held by them and the proportion of these shares to the total number of the voting shares of the Company, the total number of shares, if any, required to abstain from voting for and/or abstain from voting on a particular resolution as required by the securities regulatory authorities of the place where the Company's shares are listed, the voting method, the results of voting for every resolution, details of each of the resolutions passed as well as capacity of the vote counter and scrutinizer. The Company shall report the resolutions to the NFRA within thirty (30) days after the resolutions have been passed by the shareholders' general meeting.	**Article ~~120~~110** Resolutions of the shareholders' ~~general~~ meeting shall be announced as soon as possible after the meeting is concluded. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares held by them and the proportion of these shares to the total number of the voting shares of the Company, the total number of shares, if any, required to abstain from voting for and/or abstain from voting on a particular resolution as required by the securities regulatory authorities of the place where the Company's shares are listed, the voting method, the results of voting for every resolution, details of each of the resolutions passed as well as capacity of the vote counter and scrutinizer. Where a proposal has not been passed or the resolutions of the preceding shareholders' meeting have been changed at the current shareholders' meeting, special mention shall be made in the announcement of the resolutions of the shareholders' meeting. The Company shall report the resolutions to the Insurance Regulatory Authority ~~NFRA~~ within thirty (30) days after the resolutions have been passed by the shareholders' ~~general~~ meeting.

No.	Articles Before Revision	Articles After Revision
132	**Article 119** At any shareholders' general meeting, voting shall be with registered voter.	~~**Article 119** At any shareholders' general meeting, voting shall be with registered voter.~~
133	**Article 121** Each resolution shall be voted individually at the shareholders' general meeting. Should there be different resolution on the same matter, voting should be made in the order of the resolutions proposed. Except for special reasons such as force majeure causing the shareholders' general meeting to be suspended or unable to reach a resolution, the shareholders' general meeting shall not set aside any resolution or have any resolution not voted.	**Article ~~121~~ 111** Except for the cumulative voting system, ~~Each~~ each resolution shall be voted individually at the shareholders' ~~general~~ meeting. Should there be different resolution on the same matter, voting should be made in the order of the resolutions proposed. Except for special reasons such as force majeure causing the shareholders' ~~general~~ meeting to be suspended or unable to reach a resolution, the shareholders' ~~general~~ meeting shall not set aside any resolution or have any resolution not voted.
134	**Article 122** Shareholders attending the shareholders' general meeting shall vote for, vote against or abstain from voting on the resolutions proposed.	**Article ~~122~~ 112** Shareholders attending the shareholders' ~~general~~ meeting shall vote for, vote against or abstain from voting on the resolutions proposed~~.~~, save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of the shares under the Stock Connect between Mainland and Hong Kong, or a recognized clearing house (as defined under Hong Kong laws in force from time to time) or its nominee acting as the nominal holder, makes reporting in accordance with the instruction of the de facto holders of relevant shares.

No.	Articles Before Revision	Articles After Revision
135	—	**Article 114** Where the shareholders' meeting adopts a proposal for the election of directors, the assumption of office by the newly elected directors shall take effect from the date of formal appointment by the Company, subject to the approval at the shareholders' meeting by way of voting and the approval of their post-holding qualifications by the regulatory authorities in accordance with the law.
136	—	**Article 115** When the shareholders' meeting has passed proposals regarding cash distribution, bonus issue or conversion of capital reserve fund into share capital, the specific proposals will be implemented within two (2) months after the close of the shareholders' meeting. If the specific proposals cannot be implemented within two (2) months due to the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific proposals may be adjusted accordingly in accordance with such provisions and the actual situation.

No.	Articles Before Revision	Articles After Revision
137	**Article 124** Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of Association. Save for holders of shares of other classes, the holders of domestic shares and holders of overseas-listed foreign shares are deemed to be different classes of shareholders. The holders of non-listed foreign shares and holders of domestic shares are of same class of shareholders. Class shareholders of the Company shall enjoy equal rights in any dividends or other forms of distribution. A shareholder of Company who is a legal person shall appoint its legal representative or a proxy authorized by the legal representative to exercise its rights on its behalf. Where the share capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting right" or "limited voting right."	**Article ~~124~~ 116** Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of Association. ~~Save for holders of shares of other classes, the holders of domestic shares and holders of overseas-listed foreign shares are deemed to be different classes of shareholders. The holders of non-listed foreign shares and holders of domestic shares are of same class of shareholders. Class shareholders of the Company shall enjoy equal rights in any dividends or other forms of distribution. A shareholder of Company who is a legal person shall appoint its legal representative or a proxy authorized by the legal representative to exercise its rights on its behalf.~~ Where the share capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting right" or "limited voting right."

No.	Articles Before Revision	Articles After Revision
138	**Article 125** Any variation or abrogation of the rights of any class of shareholders proposed by the Company shall be approved by a special resolution of a shareholders' general meeting and by the shareholders of the affected class at a separate class meeting convened in accordance with Article 127 to 131.	**Article ~~125~~ 117** Any variation or abrogation of the rights of any class of shareholders proposed by the Company shall be approved by a special resolution of a shareholders' ~~general~~ meeting and by the shareholders of the affected class via voting at a separate class meeting convened in accordance with the requirements of the Articles of Association ~~Article 127 to 131~~.
139	**Article 127** Shareholders of the affected class, whether or not having the right to vote at shareholders' general meetings, shall have the right to vote at the relevant class meeting in relation to any of the matters under circumstances (ii) to (viii) and (xi) to (xii) of the preceding Article, but interested shareholders shall not be entitled to vote at the relevant class meeting.	**Article ~~127~~ 119** Shareholders of the affected class, whether or not having the right to vote at shareholders' ~~general~~ meetings, shall have the right to vote at the relevant class meeting in relation to any of the matters under circumstances (ii) to (viii) and (xi) to (xii) of the preceding Article, but interested shareholders shall not be entitled to vote at the relevant class meeting.

No.	Articles Before Revision	Articles After Revision
	Interested shareholders mentioned in the preceding paragraph shall have the following meanings: (I) in the case of an offer by the Company to repurchase its own shares to all shareholders on a pro rata basis or a repurchase by the Company of its own shares on a stock exchange in accordance with Article 28 of the Articles of Association, "interested shareholders" shall mean the controlling shareholder as defined in Article 63 of the Articles of Association; (II) in the case of a repurchase by the Company of its own shares by an off-market agreement in accordance with Article 28 of the Articles of Association, "interested shareholders" shall mean the shareholders connected with such agreement;	Interested shareholders mentioned in the preceding paragraph shall have the following meanings: (I) in the case of an offer by the Company to repurchase its own shares to all shareholders on a pro rata basis or a repurchase by the Company of its own shares on a stock exchange in accordance with Article 28 of the Articles of Association, "interested shareholders" shall mean the controlling shareholder as defined in ~~Article 63 of~~ the Articles of Association; (II) in the case of a repurchase by the Company of its own shares by an off-market agreement in accordance with Article 28 of the Articles of Association, "interested shareholders" shall mean the shareholders connected with such agreement;

No.	Articles Before Revision	Articles After Revision
	(III) in the case of a proposed restructuring of the Company, "interested shareholder" shall mean a shareholder of a class assuming a smaller proportion of liabilities than the other shareholders of that class or who has interests different from those of the other shareholders of the same class. The quorum for a separate class meeting to consider a variation of the rights of that class of shares shall be the holders of at least one-third (1/3) of the issued shares of that class.	(III) in the case of a proposed restructuring of the Company, "interested shareholder" shall mean a shareholder of a class assuming a smaller proportion of liabilities than the other shareholders of that class or who has interests different from those of the other shareholders of the same class. The issued shares of any class represented by shareholders present at the meeting held to consider a variation of the rights of such class of shares in person or by proxy shall be no less than one-third (1/3) of the total number of issued shares of that class. ~~The quorum for a separate class meeting to consider a variation of the rights of that class of shares shall be the holders of at least one-third (1/3) of the issued shares of that class.~~
140	**Article 128** A resolution of a class meeting shall be passed in accordance with the preceding paragraph by at least a two-thirds (2/3) majority calculated on the basis of the voting rights held by the shareholders who are present and entitled to vote at the class meeting.	**Article ~~128~~ 120** A resolution of a class meeting shall be passed ~~in accordance with the preceding paragraph~~ by at least a two-thirds (2/3) ~~majority calculated on the basis~~ of the voting rights held by the shareholders who are present and entitled to vote at the class meeting.

No.	Articles Before Revision	Articles After Revision
141	**Article 129** For the convening of a class meeting of shareholders, the period for issuing a written notice shall be the same as that for issuing a written notice of the non-class meeting of shareholders to be convened together with such class meeting of shareholders. Such written notice shall be given to the shareholders whose names appear on the share register of the relevant class shareholder of the matters to be considered at, and the date and place of, the meeting.	**Article ~~129~~ 121** For the convening of a class meeting of shareholders, the period for issuing a written notice shall be the same as that for issuing a written notice of the non-class meeting of shareholders to be convened together with such class meeting of shareholders. Such written notice shall be given to the shareholders whose names appear on the share register of the relevant class shareholder of the matters to be considered at, and the date and place of, the meeting.
142	**Article 130** Notice of a class meeting only needs to be given to shareholders entitled to vote thereat. Unless otherwise provided for in the Articles of Association, the procedures for holding the class meeting shall be similar to those for holding the shareholders' general meeting as far as possible, and the provisions in the Articles of Association relating to the procedures for a shareholders' general meeting shall apply to the class meeting.	**Article ~~130~~ 122** Notice of a class meeting only needs to be given to shareholders entitled to vote thereat. Unless otherwise provided for in the Articles of Association, the procedures for holding the class meeting shall be similar to those for holding the shareholders' ~~general~~ meeting as far as possible, and the provisions in the Articles of Association relating to the procedures for a shareholders' ~~general~~ meeting shall apply to the class meeting.

No.	Articles Before Revision	Articles After Revision
143	**Article 131** Save for holders of shares of other classes, the holders of domestic shares and holders of non-listed foreign shares are of same class of shareholders, being the holders of non-listed shares, who are of different classes of shareholders with the holders of overseas listed shares. The special procedures for voting by class shareholders shall not apply in the following circumstances: (I) where the Company issues, upon approval by a special resolution at a shareholders' general meeting, domestic shares and overseas-listed shares once every twelve (12) months, either separately or concurrently, and the respective numbers of domestic shares and overseas-listed shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas-listed shares;	**Article ~~131~~123** Save for holders of shares of other classes, the holders of domestic shares and holders of overseas-listed ~~non-listed~~ foreign shares shall be deemed different classes of shareholders ~~are of same class of shareholders, being the holders of non-listed shares, who are of different classes of shareholderswith the holders of overseas listed shares~~. The special procedures for voting by class shareholders shall not apply in the following circumstances: (I) where the Company issues, upon approval by a special resolution at a shareholders' ~~general~~ meeting, domestic shares and overseas-listed shares once every twelve (12) months, either separately or concurrently, and the respective numbers of domestic shares and overseas-listed shares proposed to be issued do not exceed twenty percent (20%) of the respective numbers of the issued domestic shares and overseas-listed shares;

No.	Articles Before Revision	Articles After Revision
	(II) where the Company's plan to issue domestic shares and overseas-listed shares at the time of incorporation is carried out within fifteen (15) months from the date of approval by the securities regulatory authorities of the State Council;	(II) ~~where the Company's plan to issue domestic shares and overseas-listed shares at the time of incorporation is carried out within fifteen (15) months from the date of approval by the securities regulatory authorities of the State Council;~~
	(III) where upon the approval from the securities authority of the State Council, the holders of non-listed shares of the Company convert the non-listed shares of the Company held by them to be listed and traded on a foreign stock exchange.	~~(III)~~ where upon the ~~approval from~~filing with the securities authority of the State Council, the holders of non-listed shares of the Company convert the non-listed shares of the Company held by them to be listed and traded on a foreign stock exchange.

No.	Articles Before Revision	Articles After Revision
144	**Chapter 7** Board of Directors	**Chapter 7** Directors and Board of Directors
145	**Article 132** Directors shall be elected at the shareholders' general meeting with a term of office of three (3) years. Upon expiry of the term, a director shall be eligible to offer himself for re-election and reappointment. The roles of the chairman and chief executive officer of the Company shall be separated.	**Article ~~132~~124** Directors who are not employee representatives shall be elected or replaced at the shareholders' meeting and may be removed by the shareholders' meeting before the expiry of their term of office; the election and replacement of the employee representative director shall be determined democratically by the employee representative meeting, employee meeting, or other forms, and shall not be subject to consideration of the shareholders' meeting. Senior management shall not concurrently serve as employee directors. The term of office of each session of directors shall be three (3) years. ~~Directors shall be elected at the shareholders' general meeting with a term of office of three (3) years.~~ Upon expiry of the term, a director shall be eligible to offer himself for re-election and reappointment. The roles of the chairman and chief executive officer of the Company shall be separated. Directors may concurrently serve as the senior management. However, the total number of directors concurrently serving as the senior management and directors who are employee representatives shall not exceed one-half (1/2) of the total number of directors of the Company.

No.	Articles Before Revision	Articles After Revision
146	**Article 133** Any person appointed by the board of directors to fill a casual vacancy or as an addition to the board of directors shall hold office until the Company's first annual general meeting after his/her appointment and that person shall then be eligible for re-election and reappointment.	**Article ~~133~~125** Any person appointed by the board of directors to fill a casual vacancy or as an addition to the board of directors shall hold office until the Company's first annual ~~general~~ shareholders' meeting after his/her appointment and that person shall then be eligible for re-election and reappointment.
147	**Article 134** The Company may remove any director (including managing director or other executive directors) whose term of office has not expired by an ordinary resolution by an ordinary resolution at the shareholders' general meeting, but such removal does not affect the rights of such director to make any claim for damages under any contract.	~~**Article 134** The Company may remove any director (including managing director or other executive directors) whose term of office has not expired by an ordinary resolution by an ordinary resolution at the shareholders' general meeting, but such removal does not affect the rights of such director to make any claim for damages under any contract.~~

No.	Articles Before Revision	Articles After Revision
148	**Article 137** The term of office of each session of directors shall be three (3) years, commencing from the date of approval of the qualifications by the NFRA up to the expiry of the term of the prevailing session of the board of directors. If a director proposed to be appointed fails to obtain the approval on qualifications, the shareholders' general meeting shall conduct re-election to fill the vacancy of the position based on the re-nomination of the shareholder who nominates such director. A director's term of office starts from the date of his/her qualifications being approved by the NFRA and expires at the end of the term of the prevailing session of the board of directors. Prior to the expiration of a director's term of office, the shareholders' general meeting shall not dismiss him/her without any reason. In circumstances provided by laws, regulations or the Articles of Association, the shareholders' general meeting may remove any director whose term of office has not expired by an ordinary resolution, but such removal does not affect the rights of such director to make any claim under any contract.	**Article ~~137~~ 127** The term of office of ~~each session of~~ directors shall be calculated from the date on which he/she assumes office in accordance with the provisions ~~three (3) years, commencing from the date of approval of the qualifications by the NFRA~~ of the Articles of Association and shall expire ~~up to~~ upon the expiry of the term of the prevailing session of the board of directors. If a director proposed to be appointed fails to obtain the approval on qualifications ~~,~~from the Insurance Regulatory Authority, the Company shall re-perform the corresponding nomination and election procedures in accordance with the Articles of Association ~~the shareholders' general meeting shall conduct re-election to fill the vacancy of the position based on the re-nomination of the shareholder who nominates such director~~. ~~A director's term of office starts from the date of his/her qualifications being approved by the NFRA and expires at the end of the term of the prevailing session of the board of directors. Prior to the expiration of a director's term of office, the shareholders' general meeting shall not dismiss him/her without any reason.~~

No.	Articles Before Revision	Articles After Revision
	If the term of office of a director expires but re-election is not made forthwith, such director shall continue to perform his/her duties as a director pursuant to the relevant laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected.	In circumstances provided by laws, regulations or the Articles of Association, the shareholders' ~~general~~ meeting may remove any director who are not employee representatives and whose term of office has not expired by an ~~ordinary~~ resolution, and such removal shall take effect on the date of the passing of the resolution, ~~but~~ provided that such removal does not affect the rights of such director to make any claim under any contract. If the term of office of a director expires but re-election is not made forthwith or the newly elected director has not yet assumed office due to reasons such as failure to obtain the approval on qualifications from the Insurance Regulatory Authority, such director shall continue to perform his/her duties as a director pursuant to the relevant laws~~, administrative~~ and regulations, ~~departmental rules~~ regulatory requirements and the Articles of Association until ~~a~~ the new director ~~is elected~~ assumes office. Where such director is legally prohibited from continuing to perform his/her duties or is unable to perform his/her duties, the matter shall be handled in accordance with the relevant laws and regulations, regulatory requirements and the relevant provisions of the Articles of Association.

No.	Articles Before Revision	Articles After Revision
149	**Article 138** Directors shall comply with the laws, administrative regulations and the Articles of Association and shall faithfully perform their following obligations to the Company: (I) not to abuse their authority of office to obtain bribes or other illegal income and not to misappropriate the property of the Company; (II) not to misappropriate the Company's funds; (III) not to deposit assets or capital of the Company in any accounts which are opened in their own name or in the names of other persons; (IV) not to act in violation of the Articles of Association and lend the Company's capital to others or provide security to others by charging the Company's assets before obtaining consent at the shareholders' general meetings or the board of directors; (V) not to enter into contracts or transactions with the Company in violation of the Articles of Association or before obtaining consent at the shareholders' general meeting;	**Article ~~138~~128** The Directors shall comply with laws, administrative regulations and the provisions of the Articles of Association, and shall fulfill the fiduciary obligation to the Company. They shall take measures to avoid conflicts of interest between their personal interests and those of the Company, and must not exploit their positions to seek improper gains. Directors owe the following fiduciary duties to the Company: ~~Directors shall comply with the laws, administrative regulations and the Articles of Association and shall faithfully perform their following obligations to the Company:~~ (I) ~~not to abuse their authority of office to obtain bribes or other illegal income and~~ not to misappropriate the property of the Company~~;~~ or the Company's funds; ~~(II) not to misappropriate the Company's funds;~~ (II~~I~~) not to deposit assets or capital of the Company in any accounts which are opened in their own name or in the names of other persons; (~~IV~~III) not to abuse their authority of office to offer or accept bribes or receive other illegal income;

No.	Articles Before Revision	Articles After Revision
	(VI) not to use their position to obtain for themselves or others business opportunities which originally belong to the Company, or to run his own or others' business which is similar to the Company's business line, before obtaining consent at the shareholders' general meeting; (VII) not to accept commissions in relation to transactions with the Company; (VIII) not to disclose the secrets of the Company without consent; (IX) not to use their connections to harm the interests of the Company; (X) to be bound by other obligations stipulated by the laws, administrative regulations, departmental rules and the Articles of Association. The Company shall be entitled to the income gained by the directors in violation of this Article; the directors shall be liable for compensation if any loss is caused to the Company.	(IV) not to directly or indirectly enter into any contract or transaction with the Company, unless reported to the board of directors or the shareholders' meeting and approved by a resolution of the Board or shareholders' meeting in accordance with the provisions of the Articles of Association; (V) not to exploit their position to pursue business opportunities belonging to the Company for themselves or others, except where reported to the board of directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or where the Company is prohibited from utilizing such business opportunity according to laws, administrative regulations, or the Articles of Association; ~~not to act in violation of the Articles of Association and lend the Company's capital to others or provide security to others by charging the Company's assets before obtaining consent at the shareholders' general meetings or the board of directors;~~

No.	Articles Before Revision	Articles After Revision
		~~(V) not to enter into contracts or transactions with the Company in violation of the Articles of Association or before obtaining consent at the shareholders' general meeting;~~ ~~(VI) not to use their position to obtain for themselves or others business opportunities which originally belong to the Company, or to run his own or others' business which is similar to the Company's business line, before obtaining consent at the shareholders' general meeting;~~ (VI) not to engage in any business that competes with the Company, either for their own account or on behalf of others, without reporting to the board of directors or the shareholders' meeting and obtaining approval through a resolution at the shareholders' meeting; (VII) not to accept commissions from the Company's transactions with other parties for his/her own benefit ~~in relation to transactions with the Company~~; (VIII) not to disclose the secrets of the Company without consent; (IX) not to use their connections to harm the interests of the Company;

No.	Articles Before Revision	Articles After Revision
		(X) to be bound by other obligations stipulated by the laws, administrative regulations, departmental rules and the Articles of Association. The Company shall be entitled to the income gained by the directors in violation of this Article; the directors shall be liable for compensation if any loss is caused to the Company. Close relatives of directors and senior management, enterprises directly or indirectly controlled by directors, senior management or their respective close relatives, and other connected persons with connection to directors or senior management shall be subject to the provisions of paragraph 2, item (4) of this Article when entering into a contract or conducting a transaction with the Company.

No.	Articles Before Revision	Articles After Revision
150	**Article 139** The directors shall comply with the laws, administrative regulations and the Articles of Association and shall diligently perform their following obligations to the Company: (I) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China; (II) to be responsible to the Company and all shareholders in performing their duties and treat all shareholders equally and fairly; (III) to pay continuous attention to the operation and management of the Company on an ongoing basis; (IV) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments;	**Article ~~139~~ 129** The directors shall comply with the laws, administrative regulations and the Articles of Association and bear the responsibilities of diligence to the Company. When performing their duties, directors shall act in the best interests of the Company and exercise the reasonable care that would ordinarily be expected of a manager. Directors ~~and~~ shall diligently perform their following obligations to the Company: (I) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and to conduct business activities within the business scope specified in the business license of the Company; (II) to ~~be responsible to the Company and all shareholders in performing their duties and~~ treat all shareholders equally and fairly; (III) to keep abreast of ~~to pay continuous attention to~~ the operation and management of the Company ~~on an ongoing basis~~; (IV) to sign written confirmations of the Company's periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete;

No.	Articles Before Revision	Articles After Revision
	(V) to take responsibility for the resolutions of the Board of Directors; (VI) to supervise the implementation of the resolutions of the Shareholders' general meeting and the Board of Directors by the senior management; (VII) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders; (VIII) to undertake fiduciary duties with diligence in the Company, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties; (IX) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.	(V) to provide the status reports and information to the audit committee truthfully, and not to hinder the audit committee from exercising their powers;~~(IV) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments;~~ ~~(V) to take responsibility for the resolutions of the Board of Directors;~~ (VI) to supervise the implementation of the resolutions of the Shareholders' ~~general~~ meeting and the ~~Board of Directors~~board of directors by the senior management; (VII) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders; (VIII) to undertake fiduciary duties with diligence in the Company, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties; (IX) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.

No.	Articles Before Revision	Articles After Revision
151	**Article 140** A director who fails to attend two consecutive board meetings in person or by proxy shall be deemed as unable to perform his/her duties. The board of directors, the supervisory committee or shareholders shall propose to the shareholders' general meeting for removal of such director. Where a director fails to attend the board meetings twice every year, the Company shall remind him/her in writing. Any independent director who is reminded twice during his/her term of office shall not be re-elected.	**Article ~~140~~ 130** A director who fails to attend two (2) consecutive board meetings in person or by proxy shall be deemed as unable to perform his/her duties. The board of directors, the audit committee ~~the supervisory committee~~ or shareholders shall, pursuant to the Articles of Association, propose to the ~~shareholders' general meeting~~ competent authority for removal of such director in accordance with the law. Where a director fails to attend the board meetings twice every year, the Company shall remind him/her in writing. ~~Any independent director who is reminded twice during his/her term of office shall not be re-elected.~~ The handling of independent directors' attendance at meetings and non-attendance in person shall be implemented in accordance with the provisions of Articles 172 and 173 of the Articles of Association.

No.	Articles Before Revision	Articles After Revision
152	**Article 141** A director may resign before expiry of his/her term of service. When a director resigns, he shall submit a written resignation notice to the board of directors. If the member of directors falls below the minimum statutory requirement or two thirds of the number specified in the Articles of Association due to a director's resignation, the former directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected directors. If the Company is in the process of dealing with of major risks, any directors shall not resign without the approval of the regulatory authority. Save for the circumstances referred to in the preceding paragraph and otherwise provided by the laws, the director's resignation takes effect upon delivery of his/her resignation report to the board of directors.	**Article ~~141~~ 131** A director may resign before expiry of his/her term of service. When a director resigns, he shall submit a written resignation notice to the board of directors, and the resignation shall take effect on the date on which the Company receives the resignation notice. Where a director is required by law to continue performing his/her duties as a director following resignation, such matters shall be handled in accordance with the provisions of laws and regulations, regulatory rules, and the Articles of Association. Further details shall be disclosed by the Company as soon as possible. If the member of directors falls below the minimum statutory requirement or two thirds (2/3) of the number prescribed ~~specified in~~ under Article 138 of the Articles of Association due to a director's resignation, the former directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected directors. If the Company is in the process of dealing with of major risks, any directors shall not resign without the approval of the regulatory authority.

No.	Articles Before Revision	Articles After Revision
	The powers of the Board of Directors shall be exercised by the Shareholders' general meeting until the number of directors meets the requirements when the membership the Board is lower than the minimum number specified in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal by the Shareholders' general meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors.	~~Save for the circumstances referred to in the preceding paragraph and otherwise provided by the laws, the director's resignation takes effect upon delivery of his/her resignation report to the board of directors~~. The powers of the ~~Board of Directors~~board of directors shall be exercised by the ~~Shareholders' general~~shareholders' meeting meeting until the number of directors meets the requirements when the membership the Board is lower than the minimum number specified in the Company Law or the minimum number required for voting by the ~~Board of Directors~~board of directors due to the dismissal by the ~~Shareholders' general~~shareholders' meeting~~-~~meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors.

No.	Articles Before Revision	Articles After Revision
153	**Article 142** When a director's resignation takes effect or his/her term of service expires, the director shall complete all transfer procedures with the board of directors. His/her fiduciary duties towards the Company and the shareholders do not necessarily cease after the end of his/her term of service, but shall still be valid within two years after his resignation takes effect or his/her term of service expires.	**Article ~~142~~132** When a director~~'s resignation takes effect or his/her term of service expires~~ actually leaves office, the director shall complete ~~all transfer~~ work handover procedures with the board of directors; where a director is required by law to continue performing his/her duties as a director, the final handover shall be completed upon the termination of such continued performance obligation. His/her fiduciary duties towards the Company and the shareholders do not necessarily cease after the end of his/her term of service, but shall still be valid within two (2) years after his resignation takes effect or his/her term of service expires. The obligations that directors should bear during their term of office for performing their duties shall not be exempted or terminated due to their departure.
154	**Article 144** A director shall be personally liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties.	**Article ~~144~~ 134** Where directors cause damage to others in performing the Company's duties, the Company shall bear compensation liability; where directors have intent or gross negligence, they shall also bear the liability for compensation. A director shall be personally liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties.

No.	Articles Before Revision	Articles After Revision
155	**Article 146** The Company shall set up the system on the assessment and evaluation of due diligence of directors. The board of directors shall make such assessment and evaluation on due diligence of directors and submit due diligence reports to the shareholders' general meeting and the board of directors of supervisors each year, which shall be submitted to the NFRA after the approval of the shareholders' general meeting.	**Article ~~146~~ 136** The Company shall set up the system on the assessment and evaluation of ~~due diligence~~ duty performance of directors. The ~~board of directors~~ audit committee shall make such assessment and evaluation on ~~due diligence~~ duty performance of directors ~~and submit due diligence reports to the shareholders' general meeting and the board of directors of supervisors~~ each year in accordance with the regulatory requirements, and report to ~~which shall be submitted to the NFRA after the approval of~~ the shareholders' ~~general~~ meeting.
156	**Article 147** Directors of the Company shall have good conduct and reputation, professional knowledge and working experience commensurate with their duties and responsibilities and satisfy the conditions stipulated in laws and regulations, the listing rules of the stock exchange of the place where the shares of the Company are listed and requirements of the NFRA. Directors who are elected or appointed in violation of this Article, their appointments shall be void and invalid. During the term of office of the directors, if circumstances in breach of laws and regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and regulatory requirements relating to the qualifications or requirement conditions of the directors arise, such persons shall be dismissed by the Company.	~~**Article 147** Directors of the Company shall have good conduct and reputation, professional knowledge and working experience commensurate with their duties and responsibilities and satisfy the conditions stipulated in laws and regulations, the listing rules of the stock exchange of the place where the shares of the Company are listed and requirements of the NFRA. Directors who are elected or appointed in violation of this Article, their appointments shall be void and invalid. During the term of office of the directors, if circumstances in breach of laws and regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and regulatory requirements relating to the qualifications or requirement conditions of the directors arise, such persons shall be dismissed by the Company.~~

No.	Articles Before Revision	Articles After Revision
157	**Article 148** The Company shall have a board of directors accountable to the shareholders' general meeting.	**Article ~~148~~137** The Company shall have a board of directors accountable to the shareholders' ~~general~~ meeting.
158	**Article 149** The board of directors shall consist of eleven (11) directors, including one (1) chairman, two (2) executive directors, five (5) non-executive directors (excluding independent directors) and four (4) independent non-executive directors. Out of the independent non-executive directors, at least one of independent non-executive directors shall have appropriate professional qualifications or accounting or related financial management expertise. Executive directors shall be general managers or other senior management members, but the total number of directors who are concurrently serving as general manager or other senior management member and directors who are also employee representatives shall not be more than half (1/2) of the total number of Board members of the Company. **Article 150** The chairman shall be elected and removed by more than one-half of all the directors. The term of office of the chairman, who shall be entitled to re-election and reappointment, shall be three (3) years. The directors need not hold share(s) of the Company.	**Article ~~149~~ 138** The board of directors shall consist of ~~eleven~~ twelve (12~~1~~) directors, including ~~one (1) chairman,~~ two (2) executive directors, five (5) non-executive directors (excluding independent directors), one (1) employee representative director and four (4) ~~and four (4)~~ independent ~~non-executive~~ directors. ~~Out of the independent non-executive directors, at least one of~~ independent ~~non-executive~~ directors ~~shall have appropriate professional qualifications or accounting or related financial management expertise~~. ~~Executive directors shall be general managers or other senior management members, but the total number of directors who are concurrently serving as general manager or other senior management member and directors who are also employee representatives shall not be more than half (1/2) of the total number of Board members of the Company.~~ **~~Article 150~~** The board of directors shall have one (1) chairman who shall be elected and removed by more than ~~one-~~half of all the directors~~. The~~ with a term of office of three (3) years ~~the chairman~~, ~~who~~ and shall be eligible for ~~entitled to~~ re-election and reappointment~~, shall be three (3) years~~.

No.	Articles Before Revision	Articles After Revision
	In case that the board of directors may not be re-elected upon the expiration of its term of office due to the failure of shareholder's qualification to satisfy the requirement, equity transaction disputes or force majeure and other reasons, the secretary of the board of directors shall make a report to the NFRA one month prior to the expiration of term of office of the board of directors, which shall contain term of office of the board of directors and its members, reasons of inability to initiate the re-election procedure, plan of re-election and other matters of necessity to be explained.	The directors need not hold share(s) of the Company. In case that the board of directors may not be re-elected upon the expiration of its term of office due to the failure of shareholder's qualification to satisfy the requirement, equity transaction disputes or force majeure and other reasons, the secretary of the board of directors shall make a report to the ~~NFRA~~ Insurance Regulatory Authority ~~one month prior to the expiration of term of office of the board of directors~~ in a timely manner, which shall contain term of office of the board of directors and its members, reasons of inability to initiate the re-election procedure, plan of re-election and other matters of necessity to be explained.

No.	Articles Before Revision	Articles After Revision
159	**Article 151** The board of directors shall perform the following duties: (I) to convene the shareholders' general meetings and to report on its work to the shareholders' general meetings; (II) to implement the resolutions of the shareholders' general meetings; (III) to decide on the Company's business plans and investment plans, to control and monitor the financial conditions and use of funds of the Company; (IV) to formulate the Company's development strategies and supervise over the implementation of the strategies; (V) to formulate the Company's annual financial budget and final accounts plan; (VI) to formulate the Company's profit distribution plan and loss recovery plan; (VII) to formulate proposals for the increase or decrease of the Company's registered capital and the issuance of corporate debentures or other securities of the Company and listing plans;	**Article ~~151~~139** The board of directors shall perform the following duties: (I) to convene the shareholders' ~~general~~ meetings and to report on its work to the shareholders' ~~general~~ meetings; (II) to implement the resolutions of the shareholders' ~~general~~meetings; (III) to decide on the Company's business plans and investment plans, to control and monitor the financial conditions and use of funds of the Company; (IV) to formulate the Company's development strategies and supervise over the implementation of the strategies; (V) to ~~formulate~~ consider and approve the Company's annual financial budget and final accounts plan; (VI) to formulate the Company's profit distribution plan and loss recovery plan; (VII) to formulate proposals for the increase or decrease of the Company's registered capital and the issuance of corporate debentures or other securities of the Company and listing plans;

No.	Articles Before Revision	Articles After Revision
	(VIII) to formulate the plans for major acquisitions, acquisition of its own shares by the Company in accordance with law, or merger, division, dissolution and change of form of the Company; (IX) to decide on the establishment of the internal management structure of the Company; (X) to formulate the basic management system of the Company; (XI) to periodically evaluate and improve corporate governance and to review the corporate governance report of the Company; (XII) to decide to appoint or dismiss the general manager of the Company and his/her compensation, and in accordance with the nominations of the general manager, to decide to appoint or dismiss the deputy general manager, financial director, chief actuary, compliance officer and other senior management of the Company and their compensation, rewards and punishments; supervise the performance of duties by senior management; (XIII) to assess and monitor the training and continuing professional development of directors and senior management;	(VIII) to formulate the plans for major acquisitions, acquisition of its own shares by the Company, establishment of a legal entity in accordance with law, or merger, division, dissolution and change of form of the Company; (IX) to decide on the establishment of the internal management structure of the Company; (X) to formulate the basic management system of the Company; (XI) to periodically evaluate and improve corporate governance and to review the corporate governance report of the Company; (XII) to ~~decide to~~ appoint or dismiss the senior management and decide on ~~the general manager of the Company and his/her compensation, and in accordance with the nominations of the general manager, to decide to appoint or dismiss the deputy general manager, financial director, chief actuary, compliance officer and other senior management of the Company and~~ their compensation, rewards and punishments; supervise the performance of duties by senior management, in accordance with laws, regulations, regulatory requirements and the Articles of Association;

No.	Articles Before Revision	Articles After Revision
	(XIV) to hear the work report of the general manager of the Company and examine his/her work; (XV) to establish board committees, including but not limited to the audit and consumer rights protection committee, nomination and remuneration management committee, strategy and investment decision committee and risk management and related transaction control committee based on the need of the Company or regulatory requirements; (XVI) to formulate proposals for amendments to the Articles of Association; (XVII) to develop procedural rules for shareholders' general meetings and procedural rules for Board meetings; (XVIII) to consider working rules for professional Board committees; (XIX) to propose to shareholders' general meeting of the engagement or change of an accounting firm that provide regular statutory audit on financial reports as the auditor of the Company, to review reports of the external auditors, periodically or occasionally, and to select and engage the external auditor for audit on the Company's directors and senior management;	(XIII) to assess and monitor the training and continuing professional development of directors and senior management; (XIV) to hear the work report of the general manager of the Company and examine his/her work; (XV) to establish board committees, including but not limited to the audit and consumer rights protection committee, nomination and remuneration management committee, strategy and investment decision committee and risk management and related transaction control committee based on the need of the Company or regulatory requirements; (XVI) to formulate proposals for amendments to the Articles of Association~~;~~; ~~(XVII) to develop~~ procedural rules for shareholders' ~~general~~ meetings and procedural rules for Board meetings~~;~~; ~~(XVIII)~~ to consider working rules for ~~professional~~ special Board committees;

No.	Articles Before Revision	Articles After Revision
	(XX) to formulate the equity incentive plan; (XXI) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (XXII) to formulate, review and monitor the code of conduct standards of employees and directors and directors and the compliance handbook (if any); (XXIII) to establish a shareholders' communication policy and review it on a regular basis to ensure its effectiveness; (XXIV) to assess and review the Company's compliance with the Corporate Governance Code under the Hong Kong Listing Rules and disclosure in the Corporate Governance Report; (XXV) to consider the Company's acquisition or disposal of assets with a value exceeding 10% but not more than 30% (inclusive) of the latest audited total assets of the Company within one year; (XXVI) to consider disposal and write-off of assets with a single or cumulative amount not more than 30% (inclusive) of the latest audited total assets of the Company within one year;	~~(XXI~~XVII) to propose to shareholders' ~~general~~ meeting of the engagement, ~~or change~~ removal or non-reappointment of an accounting firm that provide regular statutory audit on financial reports as the auditor of the Company~~, to review reports of the external auditors, periodically or occasionally~~, and to select and engage the external auditor for audit on the Company's directors and senior management; ~~(XX~~XVIII) to formulate the equity incentive plan and employee stock ownership plan; ~~(XXI~~XIX) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (XX~~II~~) ~~to formulate, review and monitor the code of conduct standards of employees and directors and the compliance handbook (if any);~~ ~~(XXIII)~~ to formulate policies for communication with shareholders and to review regularly to ensure their effectiveness; (XXI~~V~~) to assess and review the Company's compliance with the Corporate Governance Code under the Hong Kong Listing Rules and disclosure in the Corporate Governance Report;

No.	Articles Before Revision	Articles After Revision
	(XXVII) to consider asset pledge with a single or cumulative amount of not more than 30% (inclusive) of the latest audited total assets of the Company within one year; (XXVIII) to consider the external investment matters where the single project transaction amount exceeds 10% but not more than 30% (inclusive) of the latest audited total assets of the Company, and to formulate the management systems for the use of the Company's funds and investment authority within the terms of reference; (XXIX) to consider the major related transactions required by the NFRA, and to formulate the management system for related transactions within the terms of reference; (XXX) to formulate the capital plan of the Company and assume the ultimate responsibility for capital management;	(XXII~~V~~) to consider the Company's acquisition or disposal of assets with a value exceeding ten percent (10%) but not more than thirty percent (30%) (inclusive) of the latest audited total assets of the Company within one (1) year; (XXIII~~VI~~) to consider disposal and write-off of assets with an ~~a single or cumulative~~ among not more than thirty percent (30%) (inclusive) of the latest audited total assets of the Company within one (1) year; (XXIV~~VII~~) to consider asset pledge with a single or cumulative amount of not more than thirty percent (30%) (inclusive) of the latest audited total assets of the Company within one (1) year;

No.	Articles Before Revision	Articles After Revision
	(XXXI) to consider and approve the Company's overall solvency risk management objectives, risk appetite, risk tolerance and risk management policies, as well as organizational structure and responsibilities for solvency risk management and other risk management matters; and assume ultimate responsibility for the completeness and effectiveness of the solvency risk management system; (XXXII) to continuously monitor the solvency risk exposure of the Company, supervise the management's effective management and control of solvency risk;	(XXVIII) to consider the external investment matters where the single project transaction amount exceeds ten percent (10%) but not more than thirty percent (30%) (inclusive) of the latest audited total assets of the Company, and to formulate the management systems for the use of the Company's funds and investment authority within the terms of reference; (XXIXVI) to consider the ~~major~~ related transactions required by the ~~NFRA~~Insurance Regulatory Authority to be deliberated by the board of directors, ~~and~~ to formulate the management system for related transactions, and to bear ultimate responsibility for the management of related transactions ~~within the terms of reference~~;

No.	Articles Before Revision	Articles After Revision
	(XXXIII) to consider and approve the solvency report of the Company; (XXXIV) to safeguard the legitimate rights and interests of financial consumers and other stakeholders; (XXXV) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders; (XXXVI) to assume management responsibility of shareholders' matters;	(XXXVII) to formulate the capital plan of the Company and assume the ultimate responsibility for capital or solvency management; (XXVIII) to ~~consider and approve~~ formulate the Company's ~~overall solvency risk management objectives, risk appetite,~~ risk tolerance, ~~and~~ risk management and internal control policies, ~~as well as organizational structure and responsibilities for solvency risk management and other risk management matters;~~ and assume ultimate responsibility for ~~the completeness and effectiveness of the solvency~~ overall risk management ~~system~~; ~~(XXXII) to continuously monitor the solvency risk exposure of the Company, supervise the management's effective management and control of solvency risk;~~ ~~(XXXIII) to consider and approve the solvency report of the Company;~~ (XXXIV) to safeguard the legitimate rights and interests of financial consumers and other stakeholders; (XXXV) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders;

No.	Articles Before Revision	Articles After Revision
	(XXXVII) to take charge of information disclosure of the Company and assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reports; (XXXVIII) to review and approve data governance matters of the Company in accordance with laws, regulations, regulatory provisions and the Articles of Association; (XXXIX) other functions and powers as conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' general meetings. Other than paragraphs (VII), (VIII) and (XVI) and material matters involving major investments, asset disposals, capital replenishment plans, formulating the profit distribution plan and compensation plan of the Company, appointment, and discharge of senior management, etc. which must be passed by the affirmative vote of at least two thirds (2/3) of all directors, the board of directors' resolutions in respect of all other matters above may be passed by the affirmative vote of a simple majority of all directors.	(XXXVI) to assume management responsibility of shareholders' matters; (XXXVII) to take charge of information disclosure of the Company and assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reports; (XXXVIII) to review and approve data governance matters of the Company in accordance with laws, regulations, regulatory provisions and the Articles of Association; (XXXIXV) to set the objective of compliance management, assume the ultimate responsibility for the effectiveness of compliance management; (XXXV) to consider matters relating to financial assistance provided by the Company in accordance with Article 24 of the Articles of Association; (XXXVI) to consider the Company's acquisition of its shares in accordance with Article 28 of the Articles of Association; (XXXVII) other functions and powers as conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' ~~general~~ meetings.

No.	Articles Before Revision	Articles After Revision
	Powers and authority of the Board shall be exercised collectively by the Board. Statutory powers of the Board in principle shall not be delegated to be exercised by the Chairman, directors or other individuals and entities, if delegation of authority is necessary, it shall be delegated by way of Board resolution in compliance with the law. Authority shall be authorized each time for one matter, the powers and authority of the Board shall not be delegated generally or permanently to be exercised by other entities or individuals of the Company.	Matters required to be submitted to the shareholders' meeting for deliberation pursuant to the laws, the Articles of Association or the authorization of the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation. Other than the matters set out in paragraphs (VII), (VIII), the first two items in paragraph ~~and~~ (XVI) and paragraph (XXXV) and material matters involving major investments, asset disposals, capital replenishment plans, formulating the profit distribution plan and compensation plan of the Company, appointment, and discharge of senior management and financial assistance, etc. which must be passed by the affirmative vote of at least two thirds (2/3) of all directors, the board of directors' resolutions in respect of all other matters ~~above may~~ set out in the first Paragraph of this Article shall be passed by the affirmative vote of a simple majority of all directors. Powers and authority of the Board shall be exercised collectively by the Board. Statutory powers of the Board in principle shall not be delegated to be exercised by the Chairman, directors or other individuals and entities, if delegation of authority is necessary, it shall be delegated by way of Board resolution in compliance with the law. Authority shall be authorized each time for one matter, the powers and authority of the Board shall not be delegated generally or permanently to be exercised by other entities or individuals of the Company.

No.	Articles Before Revision	Articles After Revision
160	**Article 152** The Board shall provide an explanation at the shareholders' general meeting on any qualified audit opinions given by the certified public accountants in respect of the financial report of the Company.	**Article ~~152~~140** The Board shall provide an explanation at the shareholders' ~~general~~ meeting on any ~~qualified~~ non-standard audit opinions given by the certified public accountants in respect of the financial report of the Company.
161	**Article 153** The board of directors shall not, without the prior approval of shareholders at a shareholders' general meeting, dispose or agree to dispose of, the fixed assets where the estimated value of the consideration, for the proposed disposition, and the aggregate amount of the consideration for any such disposition of the fixed assets that has been completed in the period of four (4) months immediately preceding the proposed disposition, exceeds 33% of the value of the fixed assets as shown in the last balance sheet placed before the shareholders at a shareholders' general meeting. The disposition of fixed assets referred to in this Article shall include, among other things, the act of transferring certain interests in assets, but exclude the act of providing guarantee by way of fixed assets. The validity of a disposition by the Company of fixed assets shall not be affected by the breach of the aforesaid provision.	~~**Article 153** The board of directors shall not, without the prior approval of shareholders at a shareholders' general meeting, dispose or agree to dispose of, the fixed assets where the estimated value of the consideration, for the proposed disposition, and the aggregate amount of the consideration for any such disposition of the fixed assets that has been completed in the period of four (4) months immediately preceding the proposed disposition, exceeds 33% of the value of the fixed assets as shown in the last balance sheet placed before the shareholders at a shareholders' general meeting.~~ ~~The disposition of fixed assets referred to in this Article shall include, among other things, the act of transferring certain interests in assets, but exclude the act of providing guarantee by way of fixed assets.~~ ~~The validity of a disposition by the Company of fixed assets shall not be affected by the breach of the aforesaid provision.~~

No.	Articles Before Revision	Articles After Revision
162	**Article 154** Statutory powers of the board of directors shall not be modified or affected by anything within the Articles of Association, resolutions of the shareholders' general meeting, or in any other manner.	~~**Article 154** Statutory powers of the board of directors shall not be modified or affected by anything within the Articles of Association, resolutions of the shareholders' general meeting, or in any other manner.~~
163	**Article 155** The board of directors shall formulate the Rules of Procedure for The board meeting (refer to Annex II of the Articles of Association) to ensure the implementation by the board of directors of the resolutions of the shareholders' general meeting, to improve efficiency and to make decision in a scientific manner.	**Article ~~155~~141** The board of directors shall formulate the Rules of Procedure for The board meeting (refer to Annex II of the Articles of Association) to ensure the implementation by the board of directors of the resolutions of the shareholders' ~~general~~ meeting, to improve efficiency and to make decision in a scientific manner.

No.	Articles Before Revision	Articles After Revision
164	**Article 156** The chairman shall exercise the following powers: (I) to preside over shareholders' general meetings and to convene and preside over the board meeting; (II) to supervise and examine the implementation of resolutions passed by the board of directors; (III) to execute the shares, bonds and other marketable securities issued by the Company; (IV) to sign important documents of the board of directors and other documents that shall be signed by the legal representative of the Company; (V) to exercise the duties and powers of a legal representative; (VI) other duties and powers required by laws, regulations, normative documents and the securities regulatory authorities of the place where the Company's shares are listed and conferred by the board of directors.	**Article ~~156~~142** The chairman shall exercise the following powers: (I) to preside over shareholders' ~~general~~ meetings and to convene and preside over the board meeting; (II) to supervise and examine the implementation of resolutions passed by the board of directors; (III) to execute the shares, bonds and other marketable securities issued by the Company; (IV) to sign important documents of the board of directors and other documents that shall be signed by the legal representative of the Company; (V) to exercise the duties and powers of a legal representative; (VI) other duties and powers required by laws, regulations, normative documents and the securities regulatory authorities of the place where the Company's shares are listed and conferred by the board of directors.

No.	Articles Before Revision	Articles After Revision
165	**Article 157** Where the chairman is incapable of performing or does not perform his/her duties, an executive director nominated by no less than half of the directors shall perform the duties of the chairman. Where the executive director is incapable of performing or does not perform his/her duties, a director nominated by no less than half of the directors shall perform the duties of the chairman.	**Article ~~157~~143** Where the chairman is incapable of performing or does not perform his/her duties, ~~an~~ one (1) executive director nominated by ~~no less than~~ more than half of the directors shall perform the duties of the chairman. Where the executive director is incapable of performing or does not perform his/her duties, ~~a~~ one (1) director nominated by ~~no less than~~ more than half of the directors shall perform the duties of the chairman.
166	**Article 158** The board meeting are classified as regular meetings and extraordinary meetings. Regular meetings are convened at least four times a year, about once per quarter. It is convened by the chairman and shall be notified to all directors and supervisors in writing fourteen (14) days prior to the meeting (excluding the date on which the meeting is convened).	**Article ~~158~~144** The board meeting are classified as regular meetings and extraordinary meetings. Regular meetings are convened at least four (4) times a year, about once per quarter. It is convened by the chairman and shall be notified to all directors ~~and supervisors~~ in writing fourteen (14) days prior to the meeting (excluding the date on which the meeting is convened).

No.	Articles Before Revision	Articles After Revision
167	**Article 159** In case of any of the following, the chairman shall convene and preside over the extraordinary board meetings within ten (10) days from receipt of the proposal: (I) when proposed by shareholders representing at least one tenth (1/10) of voting rights; (II) when proposed by at least one third (1/3) of directors; (III) when proposed by at least two independent directors; (IV) when proposed by the supervisory committee; (V) when the chairman considers necessary; (VI) other circumstances as stipulated by laws, regulations, normative documents and the Articles of Association. The notice of the meeting shall be reported to the NFRA both in writing and by email.	**Article ~~159~~ 145** In case of any of the following, the chairman shall convene and preside over the extraordinary board meetings within ten (10) days from receipt of the proposal: (I) when proposed by shareholders representing at least one tenth (1/10) of voting rights; (II) when proposed by at least one third (1/3) of directors; (III) when proposed by at least two (2) independent directors; (IV) when proposed by the ~~supervisory~~ audit committee; (V) when the chairman considers necessary; (VI) other circumstances as stipulated by laws, regulations, normative documents and the Articles of Association. The notice of the meeting shall be reported to the ~~NFRA~~ Insurance Regulatory Authority both in writing ~~and by email~~.

No.	Articles Before Revision	Articles After Revision
168	**Article 160** When the board of directors convenes an extraordinary board meeting, it shall deliver the notice of the meeting to directors in writing (including but not limited to e-mail) five (5) days prior to the meeting and also notify the supervisors who attend the meeting. When the Company convenes an extraordinary board meeting, it shall report to the NFRA in the manner prescribed in the preceding items while issuing meeting notice to directors. If time is urgent, they can report by telephone.	**Article ~~160~~146** When the board of directors convenes an extraordinary board meeting, it shall deliver the notice of the meeting to directors in writing (including but not limited to e-mail) five (5) days prior to the meeting~~ and also notify the supervisors who attend the meeting~~. When the Company convenes an extraordinary board meeting, it shall report to the Insurance Regulatory Authority ~~NFRA~~ in the manner prescribed in the preceding items while issuing meeting notice to directors. If time is urgent, they can report by telephone.
169	**Article 161** The notice of the board meeting shall contain the following: (I) the time and venue of the meeting and the means by which the meeting will be held; (II) the convener of the meeting; (III) the proposals of the meeting; (IV) the name and contact of the contact person; (V) the date on which such notice is dispatched. Where the materials for the meeting are delivered at the later time than the notice, the Company shall allow sufficient time for the directors to familiarize with such materials.	**Article ~~161~~147** The notice of the board meeting shall contain the following: (I) the time and venue of the meeting and the means by which the meeting will be held; (II) the meeting period; (III) the convener of the meeting; (~~III~~IV) the proposals of the meeting; (~~I~~V) the name and contact of the contact person; (VI) the date on which such notice is dispatched. Where the materials for the meeting are delivered at the later time than the notice, the Company shall allow sufficient time for the directors to familiarize with such materials.

No.	Articles Before Revision	Articles After Revision
170	**Article 165** Directors shall attend the board meeting in person. Where a director is unable to attend a board meeting, he may authorize in writing another director to attend on his/her behalf. The power of attorney shall specify the names of the proxy, matters represented by the power of attorney, limit of authority and the term of validity and shall be signed or stamped by the appointing director. The proxy shall exercise the rights of a director within the scope of the authorization. A director failing to attend the board meeting in person or by proxy shall be deemed as having waived his voting rights at such meeting.	**Article ~~165~~151** Directors shall attend the board meeting in person. A director shall attend at least two-thirds (2/3) of the on-site meetings of the board of directors in person every year. Where a director is unable to attend a board meeting, he may authorize in writing another director to attend on his/her behalf, but any independent director shall not appoint non-independent director to attend on his/her behalf. The power of attorney shall specify the names of the proxy, matters represented by the power of attorney, limit of authority and the term of validity and shall be signed or stamped by the appointing director. One (1) director shall, in principle, be entrusted by no more than two (2) directors who are not present at the meeting in person. When considering related party and/or connected transactions, a non-related and/or connected director shall not entrust a related director to attend the meeting on his/her behalf. The proxy shall exercise the rights of a director within the scope of the authorization. A director failing to attend the board meeting in person or by proxy shall be deemed as having waived his voting rights at such meeting.

No.	Articles Before Revision	Articles After Revision
171	**Article 166** When the Board considers any material related-party transaction, the related director shall not exercise his/her/its voting right, nor exercise the voting right on behalf of any other directors. The Board meeting may be convened with the presence of more than half of the unrelated directors as quorum. Resolutions of the Board meeting must be passed by at least two-thirds (2/3) of the unrelated directors. If the number of unrelated directors attending the Board meeting is less than 3 directors, the material related-party transaction shall be submitted to the shareholders' general meeting for consideration. The Board shall report to the shareholders' general meeting on annual basis regarding the status of related-party transactions and the implementation of the management system for related-party transactions.	**Article ~~166~~ 152** A director who has a related relationship with any enterprise or individual involved in a matter to be resolved at a board meeting shall promptly report such relationship to the Board in writing. When the Board considers any ~~material~~ related-party transaction or matters prescribed in Articles 182 to 184 of the Company Law, the related director shall abstain from ~~not exercise his/her/its~~ voting and their voting rights shall not be counted in the total number of votes ~~right~~, and they shall not ~~nor~~ exercise the voting right on behalf of any other directors. The Board meeting may be convened with the presence of more than half of the unrelated directors as quorum and resolutions shall be passed by more than half of all unrelated directors. Resolutions on material related-party transactions ~~of the Board meeting~~ must be passed by at least two-thirds (2/3) of ~~the~~ all unrelated directors. If the number of unrelated directors attending the Board meeting is less than three (3) directors, the ~~material related-party transaction~~ matter shall be submitted to the shareholders' ~~general~~ meeting for consideration. The Board shall report to the shareholders' ~~general~~ meeting on annual basis regarding the status of related-party transactions and the implementation of the management system for related-party transactions.

No.	Articles Before Revision	Articles After Revision
172	**Article 167** The board of directors shall keep minutes of the matters discussed in the meeting. The attending directors and recorder shall sign on the minutes of the meeting. The minutes of the board meeting shall be kept as corporate archives permanently.	**Article ~~167~~153** The board of directors shall keep minutes of the matters discussed in the meeting. The attending directors and recorder shall sign on the minutes of the meeting. Directors who have dissenting opinions on the minutes of the meeting may append explanatory remarks upon signing. The minutes of the board meeting shall be kept as corporate archives permanently. The Company shall adopt audio recording, video recording, or other means to record the proceedings of on-site Board meetings.
173	**Article 168** The minutes of the board meeting shall specify: (I) the date, venue, means and chairman of the meeting; (II) the directors attending the meeting, being in the capacity of proxies or being absent, and non-voting attendees of the meetings; (III) agenda of the meeting; (IV) key issues in directors' speech (including doubts and dissenting opinions) or the opinions of directors in writing in the event that the meetings are held by written resolutions; (V) the method and results of voting on each resolution (including the names of directors who vote against or abstain from voting);	**Article ~~168~~154** The minutes of the board meeting shall specify: (I) the date, venue, means and chairman of the meeting; (II) the directors attending the meeting, being in the capacity of proxies or being absent, and non-voting attendees of the meetings; (III) agenda of the meeting; (IV) key issues in directors' speech (including doubts and dissenting opinions) or the opinions of directors in writing in the event that the meetings are held by written resolutions; (V) the method and results of voting on each resolution (including the names of directors who vote against or abstain from voting);

No.	Articles Before Revision	Articles After Revision
	(VI) the opinions of non-voting supervisors; (VII) other information necessary for record. Directors shall undertake the responsibilities for the resolutions of the board of directors. In the event that any resolution of the board of directors is in breach of laws, administrative regulations or the Articles of Association, which causes severe loss for the Company, those directors voting for such resolution shall be held liable for such losses. However, where any director has been proved to have expressed dissenting opinions on the voting on such resolution which have been recorded in the meeting minutes, such director may be exempted from such liability.	(VI) ~~the opinions of non-voting supervisors;~~ ~~(VII)~~ other information necessary for record. Directors shall undertake the responsibilities for the resolutions of the board of directors. In the event that any resolution of the board of directors is in breach of laws, administrative regulations or the Articles of Association, resolution of the shareholders' meeting, which causes severe loss for the Company, those directors voting for such resolution shall be held liable for such losses. However, where any director has been proved to have expressed dissenting opinions on the voting on such resolution which have been recorded in the meeting minutes, such director may be exempted from such liability.

No.	Articles Before Revision	Articles After Revision
174	**Article 170** Upon occurrence of any situations below, the directors shall withdraw from voting upon relevant proposals: (I) As provided by laws, regulations, regulatory documents or the listing rules of the stock exchange on which the Company's shares are listed; (II) As deemed by the director himself and agreed unanimously by the other directors; or (III) As provided by the Articles of Association in regard to the director who is related with the matter or have material interests in the proposal. Unless otherwise specified in the Articles of Association, when a director withdraws from voting, the withdrawing director shall not be counted in the voting quorum. In the event that the withdrawal of the director results in the number of directors' actual voting below the minimum number of persons to adopt a valid resolution, the board of directors shall submit this proposal to the shareholders' general meeting to review. The board of directors shall explain of the conditions in the review of board meetings in the resolution submitted to shareholders' general meeting to review and record the opinions of directors that have no material interests therein.	**Article ~~170~~156** Upon occurrence of any situations below, the directors shall withdraw from voting upon relevant proposals: (I) As provided by laws, regulations, regulatory documents or the listing rules of the stock exchange on which the Company's shares are listed; (II) As deemed by the director himself and agreed unanimously by the other directors; or (III) As provided by the Articles of Association in regard to the director who is related with the matter or have material interests in the proposal. Unless otherwise specified in the Articles of Association, when a director withdraws from voting, the withdrawing director shall not be counted in the voting quorum. In the event that the withdrawal of the director results in the number of directors' actual voting below the minimum number of persons to adopt a valid resolution, the board of directors shall submit this proposal to the shareholders' ~~general~~ meeting to review. The board of directors shall explain of the conditions in the review of board meetings in the resolution submitted to shareholders' ~~general~~ meeting to review and record the opinions of directors that have no material interests therein.

No.	Articles Before Revision	Articles After Revision
175	—	**Section 3** Special Committees of the Board
176	**Article 171** The board of directors has set up the audit and consumer rights protection committee, nomination and remuneration management committee, strategy and investment decision committee and risk management and related transaction control committee. The board of directors may set up other special committees and restructure the existing committees as necessary, the rules of meetings and work duties of each committee shall be formulated and implemented by the board of directors according to the relevant PRC laws and regulations, the listing rules of the applicable stock exchange and other relevant regulations. Each special committee is the auxiliary decision- making authorities of the board of directors, which provide professional opinions and advices or is authorized by the board of directors to decide on professional matters, and shall be accountable to the board of directors.	**Article ~~171~~ 157** The board of directors has set up the audit and consumer rights protection committee, nomination and remuneration management committee, strategy and investment decision committee and risk management and related transaction control committee. The board of directors may set up other special committees and restructure the existing committees as necessary~~, the rules of meetings and work duties of each committee shall be formulated and implemented by the board of directors according to the relevant PRC laws and regulations, the listing rules of the applicable stock exchange and other relevant regulations~~. Each special committee shall perform their duties in accordance with laws, regulations, regulatory requirements, the Articles of Association and the authorization granted by the board of directors in accordance with the law, ~~is the auxiliary decision- making authorities of the board of directors, which~~ provide professional opinions and advices for decision-making purpose ~~or~~ and may make decisions on professional matters to the extent legally authorized ~~is authorized by the board of directors to decide on professional matters, and shall be accountable to the board of directors~~.

No.	Articles Before Revision	Articles After Revision
		The matters which shall be submitted to the board of directors or shareholders' meeting for consideration pursuant to the laws and regulations, regulatory requirements and the Articles of Association, shall be submitted to the competent authorities for consideration and decision. The audit and consumer rights protection committee shall independently exercise the duties of the supervisory committee as stipulated by the Company Law and the regulatory system requirements in accordance with laws, and such exercises of supervisory duties are not subject to the approval or authorization of the board of directors. The rules of meetings and work duties of each committee shall be formulated and implemented by the board of directors according to the relevant PRC laws and regulations, the listing rules of the applicable stock exchange and other relevant regulations.

No.	Articles Before Revision	Articles After Revision
177	**Article 172** The strategy and investment decision committee shall comprise of at least three (3) directors, and the chairman of the committee shall be selected by of the board of directors.	**Article ~~172~~ 158** The strategy and investment decision committee shall comprise of at least three (3) directors, and the chairman of the committee shall be selected by of the board of directors.
178	—	**Article 159** Strategy and investment decision committee primarily performs the following duties: (I) to research the Company's development strategies, medium and long-term development planning, examine the implementation progress, and make recommendations to the board of directors; (II) to consider the management system for use of insurance funds, the investment decision process and authorization system, and make recommendations to the board of directors; (III) to consider the asset allocation plan, the annual investment plan, investment guidelines and significant adjustments, make research on strategies and proposals for significant investments and new investment alternatives, and make recommendations to the board of directors;

No.	Articles Before Revision	Articles After Revision
		(IV) to exercise the relevant duties of assets and liabilities management committee, consider the policies, system and significant proposals of assets and liabilities management, monitor the matching condition and relevant risks of assets and liabilities, and make recommendations to the board of directors; (V) to consider the relevant system in respect of the use for funds and performance appraisal of assets and liabilities management, and supervise the implementation of relevant strategies, planning and policies; (VI) other duties authorized by laws and regulations, regulatory requirements, the Articles of Association and the board of directors.
179	**Article 173** The nomination and remuneration management committee shall comprise of at least three (3) directors, the majority of which shall be independent directors, and the chairman of the committee shall be an independent director.	**Article ~~173~~160** The nomination and remuneration management committee shall comprise of at least three (3) directors, ~~the majority of which shall be independent directors,~~ and the chairman of the committee shall be an independent director, with the majority of the committee being independent directors. Where the Hong Kong Listing Rules and other securities regulatory rules of the place where the shares of the Company are listed or the relevant regulatory authorities provide otherwise, such provisions shall prevail.

No.	Articles Before Revision	Articles After Revision
180	—	**Article 161** The Nomination and Remuneration Committee primarily performs the following duties: (I) to advise, examine the selection system of directors and senior management, appraisal standards and the condition of remuneration incentives, and supervise the status of relevant implementations; (II) to nominate directors, and make recommendations to the board with respect to the nomination review on candidates of directors (excluding employee representative directors) and senior management and the relevant appointment and removal matters; (III) to conduct performance appraisal on senior management; (IV) other duties conferred by laws and regulations, regulatory requirements, the Articles of Association and the board of directors.

No.	Articles Before Revision	Articles After Revision
181	**Article 174** The audit and consumer rights protection committee shall comprise of at least three non-executive directors, and the chairman of the committee shall be an independent director. The majority of the audit and consumer rights protection committee shall be independent directors, with all members having financial, auditing, accounting or legal expertise and work experience.	**Article ~~174~~ 162** The Company does not have a supervisory committee or appoint supervisors, and the audit committee shall exercise the powers of the supervisory committee as stipulated in the Company Law and the regulatory rules and bear the ultimate responsibility for the appraisal of directors' performance. Such exercises of supervisory powers are not subject to the approval or authorization of the board of directors. The audit ~~and consumer rights protection~~ committee shall comprise of at least three (3) non-executive directors, and the chairman of the committee shall be an independent director. ~~The majority~~ More than half of the audit ~~and consumer rights protection~~ committee shall be independent directors, with all members having financial, auditing, accounting or legal expertise and work experience, and at least one (1) independent director shall have adequate professional qualifications or appropriate accounting or financial management-related expertise as required by the securities regulatory rules of the place where the Company's shares are listed. Where there are additional separate provisions in the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

No.	Articles Before Revision	Articles After Revision
182	**Article 215** The Supervisory Committee shall perform the following duties: (I) to review the financial affairs of the Company; (II) to supervise the work of the directors and senior management, and propose dismissal of directors and senior management who have violated laws, administrative rules, the Articles of Association or the resolutions of the shareholders' general meetings; (III) if any act of the directors and senior management damages the interests of the Company, to require the directors and senior management to rectify such act accordingly; (IV) to examine the finance reports, operating reports, profit distribution proposals and other financial information to be presented by the board of directors to the shareholders' general meeting; if in doubt, to appoint certified accountants and chartered auditors in the name of the Company to carry out audit;	~~**Article 215** The Supervisory Committee shall perform the following duties:~~ ~~(I) to review the financial affairs of the Company;~~ ~~(II) to supervise the work of the directors and senior management, and propose dismissal of directors and senior management who have violated laws, administrative rules, the Articles of Association or the resolutions of the shareholders' general meetings;~~ ~~(III) if any act of the directors and senior management damages the interests of the Company, to require the directors and senior management to rectify such act accordingly;~~ ~~(IV) to examine the finance reports, operating reports, profit distribution proposals and other financial information to be presented by the board of directors to the shareholders' general meeting; if in doubt, to appoint certified accountants and chartered auditors in the name of the Company to carry out audit;~~

No.	Articles Before Revision	Articles After Revision
	(V) to propose the convening of extraordinary general meetings and, in case the board of the directors does not perform its obligations to convene and preside over the shareholders' general meetings in accordance with Company Law, to convene and preside over the shareholders' general meetings; (VI) to make proposals to the shareholders' general meeting; (VII) to take legal actions against directors and senior management in accordance with the provisions of Article 151 of the Company Law; (VIII) to initiate investigations into any irregularities identified in the operation of the Company and, where necessary, to engage an accounting firm to assist in his/her work at the Company's expense. (IX) to nominate candidates for independent directors; (X) to supervise the decision of the board of directors on risk management, the performance of risk management duties by directors and senior management, and the formulation, implementation and evaluation of the Company's development plan;	~~(V) to propose the convening of extraordinary general meetings and, in case the board of the directors does not perform its obligations to convene and preside over the shareholders' general meetings in accordance with Company Law, to convene and preside over the shareholders' general meetings;~~ ~~(VI) to make proposals to the shareholders' general meeting;~~ ~~(VII) to take legal actions against directors and senior management in accordance with the provisions of Article 151 of the Company Law;~~ ~~(VIII) to initiate investigations into any irregularities identified in the operation of the Company and, where necessary, to engage an accounting firm to assist in his/her work at the Company's expense.~~ ~~(IX) to nominate candidates for independent directors;~~ ~~(X) to supervise the decision of the board of directors on risk management, the performance of risk management duties by directors and senior management, and the formulation, implementation and evaluation of the Company's development plan;~~

No.	Articles Before Revision	Articles After Revision
	(XI) to regularly understand the operation of the Company, monitor major solvency risks that may arise during the operating process, and include them in the work reports of the supervisory committee; (XII) to perform other duties as stipulated by the Articles of Association.	~~(XI) to regularly understand the operation of the Company, monitor major solvency risks that may arise during the operating process, and include them in the work reports of the supervisory committee;~~ ~~(XII) to perform other duties as stipulated by the Articles of Association.~~ **Article 163** The audit committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and assessing internal and external audit work and internal controls, undertaking the Company's responsibilities in relation to consumer rights protection, and compliance management.
183	—	**Article 164** The following matters shall be submitted to the board of directors for consideration after being approved by more than half of the members of the audit committee: (I) to disclose the financial information in financial accounting reports and periodic reports, and internal control evaluation reports; (II) to appoint or dismiss the accounting firm of the Company that undertakes the audit business; (III) to appoint or dismiss the financial director of the Company;

No.	Articles Before Revision	Articles After Revision
		(IV) to revise accounting policies and accounting estimates or to correct material accounting errors for reasons other than changes in accounting standards; (V) other matters as stipulated by laws and regulations, regulatory requirements and the Articles of Association.
184	—	**Article 165** The audit committee shall hold at least one (1) meeting every quarter and may hold an extraordinary meeting when two (2) or more members propose, or when the convener deems it necessary. The meeting of the audit committee shall not be held unless at least two-thirds (2/3) of the members are present. Decisions made by the audit committee shall be approved by more than half of the members of the audit committee. The voting on the resolution of the audit committee shall be on the basis of one vote for one person. The audit committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the audit committee present thereat shall sign on the meeting minutes. The specific procedures and work requirements for the audit committee to perform its duties are stipulated by its rules of work, the formulation of which falls within the responsibility of the board of directors.

No.	Articles Before Revision	Articles After Revision
185	**Article 175** The risk management and related transaction control committee shall comprise of no less than three directors, the proportion of independent directors shall be no less than one-third, and the chairman of the committee shall be an independent director.	**Article ~~175~~ 166** The risk management and related transaction control committee shall comprise of no less than three (3) directors, the proportion of independent directors shall be no less than one-third (1/3), and the chairman of the committee shall be an independent director.
186	—	**Article 167** The risk management and related transaction control committee primarily performs the following duties: (I) to consider the risk management objective, risk appetite, risk tolerance, risk policy and organization structure of the Company, and to make recommendations to the board of directors for matters with respect to significant risk management; (II) to supervise the operation of risk management system and the solvency risk management, consider relevant risk report, the disposal and remedial proposal of significant risk affairs, and supervise the implementation of improvement measures;

No.	Articles Before Revision	Articles After Revision
		(III) to consider the risk management system for use of insurance funds, supervise the identification, assessment, monitoring and control of risks associated with fund utilization, and make recommendations to the board of directors in relation with significant risks and compliance matters; (IV) to be responsible for the management, examination and risk control of related transactions, and particularly focus on the compliance, fairness and necessity of related transactions; to consider the management system of related transactions, examine the related transactions and accept ordinary related transaction filings in accordance with the rules, and submit the transactions which shall be approved by the board of directors or shareholders' meeting to the competent authority for consideration in accordance with laws; (V) other duties authorized by laws and regulations, regulatory requirement, the Articles of Association and the board of directors.

No.	Articles Before Revision	Articles After Revision
187	**Article 176** The Company has appointed independent directors. Independent directors shall have higher professional quality and good reputation, independent directors shall satisfy relevant laws and regulations, normative documents and qualification requirements required by NFRA and relevant stock exchanges.	**Article ~~176~~ 168** The Company has appointed independent directors, and the number of independent directors shall be no less than three (3) and one third (1/3) of the total number of the board of directors. Unless otherwise provided in this section, the provisions of the Articles of Association regarding the qualifications and obligations of directors shall apply to independent directors. Independent directors shall have higher professional quality and good reputation, and the time and effort required to perform their duties, and independent directors shall satisfy relevant laws and regulations, normative documents and qualification requirements required by the Insurance Regulatory Authority ~~NFRA~~ and relevant stock exchanges.

No.	Articles Before Revision	Articles After Revision
188	**Article 177** Independent directors shall be nominated by means of the following: (I) the shareholders who individually or in aggregate hold no less than one percent (1%) of the shares of the Company may propose the nomination to the shareholders' general meeting directly, but one shareholder can nominate one independent director only. Shareholders who have nominated non-independent directors and their related parties shall not nominate independent directors; (II) the nomination and remuneration management committee under the board of directors nominates; (III) the supervisory committee nominates; (IV) other means approved by NFRA. The nominator of the independent director candidates shall obtain the prior consent from the nominee. The nominator shall have full knowledge of the nominee's occupation, professional titles, education background, expertise, work experience, all concurrent posts and close relatives, and shall issue the opinion regarding the nominee's independence and qualification in writing.	**Article ~~177~~ 169** Independent directors shall be nominated by means of the following: (I) the shareholders who individually or in aggregate hold no less than one percent (1%) of the total number of voting shares~~the shares~~ of the Company may propose the nomination to the shareholders' ~~general~~ meeting directly~~, but one shareholder can nominate one independent director only~~. Shareholders who have nominated non-independent directors and their related parties shall not nominate independent directors; (II) the nomination and remuneration management committee under the board of directors nominates; (III) the ~~supervisory~~ audit committee nominates; (IV) other means approved by ~~NFRA~~ the Insurance Regulatory Authority. The nominator of the independent director candidates shall obtain the prior consent from the nominee. The nominator shall have full knowledge of the nominee's occupation, professional titles, education background, expertise, work experience, all concurrent posts and close relatives, and shall issue the opinion regarding the nominee's independence and qualification in writing.

No.	Articles Before Revision	Articles After Revision
	Independent directors shall be elected at shareholders' general meeting. The nominating shareholder and other related shareholder shall not vote upon the independent director candidate nominated by them. The Company shall report the review on independent director's qualification to NFRA and submit the written opinion of independent directors at the same time. The proposed independent director shall make an assumption of office statement indicating his/her independence through the national media with great influence or the Company's website after his/her qualification having been approved by NFRA, and promise to undertake his/her due diligence and ensure sufficient time and energy to perform his duties. The Company shall report the assumption of office statement of the independent director to NFRA for record.	Independent directors shall be elected at shareholders' ~~general~~ meeting. The nominating shareholder and other related shareholder shall not vote upon the independent director candidate nominated by them. The Company shall report the review on independent director's qualification to ~~NFRA~~ the Insurance Regulatory Authority and submit the written opinion of independent directors at the same time. The proposed independent director shall make an assumption of office statement indicating his/her independence through the national media with great influence or the Company's website after his/her qualification having been approved by ~~NFRA~~ the Insurance Regulatory Authority, and promise to undertake his/her due diligence and ensure sufficient time and energy to perform his duties. The Company shall report the assumption of office statement of the independent director to ~~NFRA~~ the Insurance Regulatory Authority for record.

No.	Articles Before Revision	Articles After Revision
189	**Article 178** Independent directors shall satisfy the following basic requirements: (I) possessing the qualifications for acting as the directors of listed companies pursuant to the provisions under the laws, regulations, regulatory documents, and other relevant requirements; (II) being the independence as required by the NFRA and Article 179 of the Articles of Association; (III) basic knowledge of company operation, and be familiar with relevant laws, regulations, regulatory documents and rules; (IV) no less than five (5) years of work experience in the legal, economic or other areas which is necessary to perform the duties of an independent director; (V) not holding any position at any other insurance company that engages the primary business of the same kind as that of the Company, nor concurrently serving as independent director in five or more companies; a person who serves as an independent director of the Company shall not concurrently serve as an independent director of an insurance institution operating the same type of business. (VI) other conditions as provided by laws, regulations, normative documents and the NFRA.	~~**Article 178** Independent directors shall satisfy the following basic requirements:~~ ~~(I) possessing the qualifications for acting as the directors of listed companies pursuant to the provisions under the laws, regulations, regulatory documents, and other relevant requirements;~~ ~~(II) being the independence as required by the NFRA and Article 179 of the Articles of Association;~~ ~~(III) basic knowledge of company operation, and be familiar with relevant laws, regulations, regulatory documents and rules;~~ ~~(IV) no less than five (5) years of work experience in the legal, economic or other areas which is necessary to perform the duties of an independent director;~~ ~~(V) not holding any position at any other insurance company that engages the primary business of the same kind as that of the Company, nor concurrently serving as independent director in five or more companies; a person who serves as an independent director of the Company shall not concurrently serve as an independent director of an insurance institution operating the same type of business.~~ ~~(VI) other conditions as provided by laws, regulations, normative documents and the NFRA.~~

No.	Articles Before Revision	Articles After Revision
190	**Article 179** Independent directors shall be independent. A person may not be an independent director of the Company in cases of: (I) working at the institution of the shareholder that holds at least 5% of the shares of the Company or any top ten shareholder of the Company within the most recent three (3) years, or is a close relative and main social connection of such person; (II) working at the Company or its de facto controlling enterprises within the most recent three (3) years, or is a close relative of such person;	**Article ~~179~~ 170** Independent directors shall be independent. A person may not be an independent director of the Company in cases of: (I) working at the institution of the shareholder that holds at least five percent (5%) of the shares of the Company or any top ten (10) shareholder of the Company within the most recent three (3) years, or is a close relative and main social connection of such person (The term "shareholder" in this item includes the shareholder's successive controlling shareholders traced back through each level, their connected parties, persons acting in concert, and affiliates of such shareholder); (II) working at the Company or its de facto controlling enterprises within the most recent three (3) years, or is a close relative and principal social relations of such person;

No.	Articles Before Revision	Articles After Revision
	(III) providing legal, audit, actuarial, management consulting and other services for the Company within the most recent one (1) year; (IV) serving as the partner, controlling shareholder or senior manager of the banking, legal, consulting, audit and other institution of business relationship with the Company; (V) being the other persons whose independent judgment is deemed to be possibly affected by the NFRA. Definitions of "close relative" and "main social connections" referred to in this Article are subject to relevant provisions of NFRA.	(III) providing financial, legal, audit, actuarial, sponsor, management consulting and other services for the Company and its controlling shareholder, de facto controller, their respective affiliated enterprises within the most recent one (1) year (including all members of the project team, the reviewing personnel at all levels, the persons signing on the reports, partners, directors, senior management personnel and the principal persons in charge); (IV) serving as the partner, directors, controlling shareholder or senior manager and the principal persons in charge of the banking, legal, consulting, audit and other institution of business relationship with the Company, its controlling shareholder and their respective affiliated enterprises within the most recent one (1) year; (V) holding a position in other insurance institutions operating the same main business; (VI) being a natural person shareholder who, within the most recent one (1) year, directly or indirectly holds at least one percent (1%) of the issued shares of the Company, or the spouse, parent or child of such shareholder;

No.	Articles Before Revision	Articles After Revision
		(VII) working, within the most recent one (1) year, at an affiliated enterprise of the controlling shareholder or the de facto controller of the Company, or being the spouse, parent or child of such person; (VIII) having material business dealings with the Company, its controlling shareholder, its de facto controller or their respective affiliated enterprises within the most recent one (1) year, or working at an entity having material business dealings with the Company or at the controlling shareholder or de facto controller of such entity; (IX) being the other persons whose independent judgment is deemed to be possibly affected by the Insurance Regulatory Authority and/ or the the securities regulatory rules of the place where the Company's shares are listed~~NFRA.~~; (X) being the person who falls within the scope as set out in the listing rules (as amended from time to time) of the stock exchange on which the Company's shares are listed.

No.	Articles Before Revision	Articles After Revision
		Definitions of "close relative" and "main social connections" referred to in this Article are subject to relevant provisions of the Insurance Regulatory Authority ~~NFRA~~. Independent directors shall conduct an annual self-examination of their independence and issue a confirmation letter on the results of such self-examination to the board of directors. The board of directors shall, on an annual basis, assess the independence of the incumbent independent directors and issue a special opinion thereon, which shall be disclosed together with the annual report.
191	**Article 180** An independent director's term of office is the same as other directors of the Company. An independent director may serve consecutive terms if reelected upon expiration of his term of office, provided that he shall serve no more than six (6) years on an accumulative basis. An independent director who fails to attend five (5) or more the board meeting in person during one term of office shall not be reelected.	**Article ~~180~~ 171** An independent director's term of office is the same as other directors of the Company. An independent director may serve consecutive terms if reelected upon expiration of his term of office, provided that he shall serve no more than six (6) years on an accumulative basis. ~~An independent director who fails to attend five (5) or more the board meeting in person during one term of office shall not be reelected.~~

No.	Articles Before Revision	Articles After Revision
192	**Article 181** Where an independent director loses his independence and does not resign for it, or other situations that he is not suitable for being independent directors arise, the Company shall convene a shareholder's general meeting to remove him/her. If the number of independent directors falls below the number required by the Articles of Association due to the aforesaid removal, the Company shall hold a by-election for filling the vacancy of independent director.	**Article ~~181~~ 173** Where an independent director loses his/her independence and does not resign for it, or commits dereliction of duty, or other situations that he is not suitable for being independent directors arise, the Company shall convene a shareholder's ~~general~~ meeting to remove him/her. If the number of independent directors does not meet ~~falls below~~ the number required by the Articles of Association due to the aforesaid removal, the Company shall hold a by-election for filling the vacancy of independent director in accordance with Article 174 of the Articles of Association. Shareholders, directors or the Audit Committee may submit to the board of directors written removal recommendations together with supporting evidence of the relevant facts, and the board of directors shall consider such recommendations and submit them to the shareholders' meeting for consideration; the independent director proposed for removal may make representations and statements to the board of directors. Save for the circumstances requiring removal or permitting removal as stipulated in the first paragraph of this Article and Article 172 of the Articles of Association, an independent non-executive director shall not be removed without cause before the expiration of his/her term of office.

No.	Articles Before Revision	Articles After Revision
		The removal of an independent non-executive director shall be subject to a special resolution at the shareholders' meeting. The Company shall give written notice to the independent non-executive director at least fifteen (15) days before the convening of the meeting, stating the reasons for removal and his/her corresponding rights; the independent non-executive director shall have the right to make representations and statements before the vote is taken. The Company shall, within five (5) working days after the resolution on removal is passed, submit in writing to the Insurance Regulatory Authority a report on the reasons for removal, the representations and statements made by the independent director and other relevant matters.

No.	Articles Before Revision	Articles After Revision
193	**Article 182** Where an independent director fails to attend three (3) consecutive the board meeting in person, he/she is deemed to have failed to perform his duties, the Company shall convene a shareholders' general meeting to remove him and elect a new independent director within three (3) months. Except the aforesaid situations, negligence of duty and other circumstances where an independent director becomes inappropriate to the post, independent directors shall not be removed from office prior to the expiration of their terms of office for no reasons. The special resolutions of the shareholders' general meeting shall decide upon the removal of an independent director and the Company shall notify of the reasons of the removal and his corresponding rights in writing to the independent director at least fifteen (15) days prior to the convening of the shareholders' general meeting; the independent director shall have the right to make statement and averment before voting. The Company shall report to NFRA regarding the reasons of removal, the statement and averment of the independent director and other relevant information within five (5) working days after the resolution on removal is adopted.	**Article ~~182~~ 172** Independent directors shall attend in person meetings of the board of directors and of the special committees under the board of directors on which they serve, and present at shareholders' meetings. Where an independent director is unable to attend a board meeting in person for any reason, he/she shall entrust in writing another independent director to attend the meeting on his/her behalf. Where an independent director fails to attend board meetings in person for two (2) consecutive times and has not lawfully entrusted another independent director to attend on his/her behalf on either occasion, he/she shall be deemed unable to perform his/her duties, and the board of directors, the audit committee or the shareholders shall, in accordance with the Articles of Association, propose to the shareholders' meeting that he/she be removed from office in accordance with law. Where an independent director fails to attend three (3) consecutive the board meeting in person, regardless of whether he/she has entrusted another independent director to attend on his/her behalf, he/she is deemed to have failed to perform his duties, the Company shall convene a shareholders' ~~general~~ meeting to remove him/her and elect a new independent director within three (3) months from the date on which such fact occurs.

No.	Articles Before Revision	Articles After Revision
		Where an independent director fails to attend board meetings in person two (2) times within one (1) year, the Company shall issue a written reminder to him/her. Where an independent director receives two (2) written reminders within one (1) term of office, he/she shall not be eligible for re-election. ~~Except the aforesaid situations, negligence of duty and other circumstances where an independent director becomes inappropriate to the post, independent directors shall not be removed from office prior to the expiration of their terms of office for no reasons.~~

No.	Articles Before Revision	Articles After Revision
		~~The special resolutions of the shareholders' general meeting shall decide upon the removal of an independent director and the Company shall notify of the reasons of the removal and his corresponding rights in writing to the independent director at least fifteen (15) days prior to the convening of the shareholders' general meeting; the independent director shall have the right to make statement and averment before voting. The Company shall report to NFRA regarding the reasons of removal, the statement and averment of the independent director and other relevant information within five (5) working days after the resolution on removal is adopted.~~

No.	Articles Before Revision	Articles After Revision
	An independent director may resign prior to the expiration of his/her term of office. To resign from office, the independent director shall submit a resignation report in writing to the board of directors together with an explanation in writing specifying any matters in connection with his resignation and any situation that are necessary to bring to the attention of the Company's shareholders and the insured. The Company shall make a report in writing to NFRA within five (5) working days after receiving the resignation letter from the independent director. Where an independent director's resignation causes the proportion of independent directors in the Company's board of directors less than the minimum requirement specified in the Articles of Association, the Company shall convene a shareholders' general meeting to elect a new independent director within three (3) months after accepting his resignation, such independent director shall continue to perform his/her duties until a new independent director takes office, other than the resignation and dismissal caused by the loss of independence.	**Article 174** An independent director may resign prior to the expiration of his/her term of office. To resign from office, the independent director shall submit a resignation report in writing to the board of directors ~~together with~~and make an explanation in writing specifying any matters in connection with his resignation and any situation that are necessary to bring to the attention of the Company's shareholders~~ and the insured~~, the board of directors and insurance consumers and the insured. The Company shall make a report in writing to ~~NFRA~~ the Insurance Regulatory Authority within five (5) working days after receiving the resignation letter from the independent director.

No.	Articles Before Revision	Articles After Revision
		Where an independent director's resignation causes (1) the number or proportion of independent directors in the Company's board of directors or special committee of the board less than the minimum requirement specified in laws, regulations, regulatory requirements or the Articles of Association, or (2) there being no person who has adequate professional qualifications or accounting or relevant financial management expertise among the independent directors ~~the Company shall convene a shareholders' general meeting to elect a new independent director within three (3) months after accepting his resignation~~, such independent director shall continue to perform his/her duties until a new independent director takes office in accordance with laws and fills the vacancy, unless the person resigns, is dismissed or is disqualified from holding office by the Insurance Regulatory Authority due to the fact that he/she is no longer eligible to serve as an independent director ~~other than the resignation and dismissal caused by the loss of independence~~.

No.	Articles Before Revision	Articles After Revision
		If an independent director resigns, is dismissed, or is disqualified from holding office by the Insurance Regulatory Authority, the Company shall, within three (3) months from the date of receipt of the resignation report, dismissal or disqualification, convene a shareholders' meeting and complete electing another independent director. Where an independent non-executive director is removed due to his/her failure to attend board meetings in person for three (3) consecutive times and a re-election is made , such removal and re-election shall be completed within the time limit prescribed in Article 172 of the Articles of Association, and such time limit shall not be recalculated or extended by reason of the provisions of this Article.

No.	Articles Before Revision	Articles After Revision
194	**Article 183** Independent directors may, apart from the functions and powers of directors as conferred by the laws, regulations and the Articles of Association, exercise the following special functions and powers:	**Article ~~183~~ 175** Independent directors may, apart from the functions and powers of directors as conferred by the laws, regulations and the Articles of Association, exercise the following special functions and powers:
	(I) reviewing the fairness of major related party transactions, the implementation of internal review procedures and the impact on the rights and interests of the insured and, in case of a problem identified in review of the related party transactions, issuing a written opinion. Where deemed necessary by no less than two independent directors, an intermediary institution may be engaged to issue a report of independent financial adviser as the basis for their judgment;	(I) reviewing the fairness of major related party transactions, the implementation of internal review procedures and the impact on the rights and interests of the insured and, in case of a problem identified in review of the related party transactions, issuing a written opinion. Where deemed necessary by no less than ~~two~~ (2) independent directors, an intermediary institution may be engaged to issue a report of independent financial adviser as the basis for their judgment;
	(II) at least half of but no less than two independent directors proposing to the board of directors in convening an extraordinary shareholders' general meeting;	(II) at least half of but no less than two (2) independent directors proposing to the board of directors in convening an extraordinary shareholders' ~~general~~ meeting;
	(III) at least two independent directors proposing in convening a board meeting;	(III) at least two (2) independent directors proposing in convening a board meeting;

No.	Articles Before Revision	Articles After Revision
	(IV) retaining an external auditor for auditing opinions and engaging a consultancy firm for providing advice at the expenses of the Company. When an independent director deems it is insufficient to make decision based on the existing materials, he shall request for more information from the Company. In general, the Company shall provide supplemental materials within three (3) days after it receives the request on additional materials. When two (2) or more independent directors deem it is still insufficient to make decision based on supplemental materials, they may jointly request for a time extension to review relevant proposals or postpone the board meeting which board of directors shall accept.	(IV) ~~retaining an external auditor for auditing opinions and engaging a consultancy firm for providing advice~~ retaining intermediaries independently to audit, consult or verify specific matters of the Company at the expenses of the Company~~.~~; (V) collecting voting rights from shareholders in a public way in accordance with the laws; (VI) expressing independent opinions on matters that may impair the rights and interests of the Company or minority shareholders; (VII) such other powers and functions as may be prescribed by laws, administrative regulations, the securities regulatory authorities of the place where the Company's shares are listed, the Insurance Regulatory Authority, and the Articles of Association. Where the independent directors exercise the powers and functions set out in the first paragraph, the Company shall make timely disclosure. Where the aforesaid powers and functions cannot be duly exercised, the Company shall disclose the specific circumstances and reasons therefor.

No.	Articles Before Revision	Articles After Revision
		When an independent director deems it is insufficient to make decision based on the existing materials, he shall request for more information from the Company. ~~In general, t~~ The Company shall provide supplemental materials in time. ~~within three (3) days after it receives the request on additional materials.~~ When two (2) or more independent directors deem it is still insufficient to make decision based on supplemental materials, they may jointly request for a time extension to review relevant proposals or postpone the board meeting which board of directors shall accept.
195	**Article 184** Independent directors shall, apart from performing the duties as above, scrutinize the following matters and express their independent opinions to the board of directors or the shareholders' general meeting: (I) nomination, appointment or removal of directors; (II) appointment or dismissal of senior managers of the Company; (III) remuneration or incentive measures of directors and senior managers of the Company;	**Article ~~184~~ 176** Independent directors shall, apart from performing the duties as above, scrutinize the following matters and express their independent opinions to the board of directors or the shareholders' ~~general~~ meeting: (I) nomination, appointment or removal of directors; (II) appointment or dismissal of senior managers of the Company; (III) remuneration or incentive measures of directors and senior managers of the Company;

No.	Articles Before Revision	Articles After Revision
	(IV) material related party transactions provided by the NFRA and other related party transactions which independent directors shall issue their opinions pursuant to laws, regulations and regulatory documents; (V) profit distribution plan; (VI) investment, lease, assets transaction, guarantee and other material transactions which are not specified in the operation plan; (VII) other matters that may significantly affect the Company, financial consumers or the rights and interests of minority shareholders; (VIII) when the Company undertake material acquisitions, disposal and asset swap, independent directors shall issue their independent opinions on whether such asset transaction is beneficial to the interests of the Company and all shareholders, and make special reminders on whether related party transactions or competitions among industry players would incur after the reorganization of the Company;	(IV) material related party transactions provided by the ~~NFRA~~ Insurance Regulatory Authority and other related party transactions which independent directors shall issue their opinions pursuant to laws, regulations and regulatory documents; (V) profit distribution plan; (VI) investment, lease, assets transaction, guarantee and other material transactions which are not specified in the operation plan; (VII) other matters that may significantly affect the Company, financial consumers or the rights and interests of minority shareholders; (VIII) when the Company undertake material acquisitions, disposal and asset swap, independent directors shall issue their independent opinions on whether such asset transaction is beneficial to the interests of the Company and all shareholders, and make special reminders on whether related party transactions or competitions among industry players would incur after the reorganization of the Company;

No.	Articles Before Revision	Articles After Revision
	(IX) the appointment or removal of the accounting firm which carries out statutory audit on the financial reports of the Company on a regular basis; (X) other matters as provided by the laws, regulations, standardization documents and the Articles of Association of the Company. An independent director who abstains from vote or votes against the above matters or believes that there is any obstacle to his opinion shall submit a written opinion and report to NFRA.	(IX) the appointment or removal of the accounting firm which carries out statutory audit on the financial reports of the Company on a regular basis; (X) other matters as provided by the laws, regulations, normative documents and the Articles of Association of the Company. An independent director who abstains from vote or votes against the above matters or believes that there is any obstacle to his opinion shall submit a written opinion and report to ~~NFRA~~ the Insurance Regulatory Authority.
196	—	**Article 177** Independent directors may convene a specialized meeting which is only attended by independent directors, studying the matters in relation to duty performance, and may elect one (1) independent director to be responsible for convening and coordinating. The Company shall provide necessary support to the independent Directors for performing duties.

No.	Articles Before Revision	Articles After Revision
197	**Article 185** Independent directors shall perform their duties with bona fide, due diligence and independence pursuant to relevant laws and regulations, and enforce protection of the legitimate rights of the Company, minority shareholders and financial consumers from being affected by the shareholders, de facto controller, management or other institutions or individuals with material interests in the Company. If there are major defects in the corporate governance mechanism or the corporate governance mechanism fails in the Company, independent directors shall report relevant information to the regulatory authorities in time. In addition to reporting the relevant circumstances to the regulatory authorities, independent directors shall keep the Company's secrets confidential. **Article 186** Each independent director shall independently submit a due diligence report to the shareholders' general meeting every year, and the Company shall submit the independent directors' due diligence reports to NFRA for filing.	**Article ~~185~~ 178** Independent directors shall perform their duties with bona fide, due diligence and independence pursuant to relevant laws and regulations, and enforce protection of the legitimate rights of the Company, minority shareholders and financial consumers from being affected by the shareholders, de facto controller, management or other institutions or individuals with material interests in the Company. If there are major defects in the corporate governance mechanism or the corporate governance mechanism fails in the Company, independent directors shall report relevant information to the regulatory authorities in time. In addition to reporting the relevant circumstances to the regulatory authorities, independent directors shall keep the Company's secrets confidential. **~~Article 186~~** Each independent director shall ~~independently~~ submit a due diligence report to the shareholders' ~~general~~ meeting every year~~, and~~. The contents of the due diligence report shall comply with the insurance regulatory requirements. ~~the~~ The Company shall submit ~~the independent directors' due diligence~~relevant reports ~~to NFRA for filing~~ according to the currently effective insurance regulatory requirements.

No.	Articles Before Revision	Articles After Revision
198	**Article 187** The Company shall establish an evaluation and assessment mechanism for independent directors and the indicators for assessing an independent director's performance shall include: degree of faith and diligence, number of board meetings attending in person, participation in previous board meetings, opinions delivered by the independent director and implementation of such opinions by the board of directors, etc. The results of the annual and term-of-office assessment of an independent director constitute the basis for his/her retention or replacement. The board of directors shall report the evaluation and assessment results to NFRA for filing.	~~**Article 187** The Company shall establish an evaluation and assessment mechanism for independent directors and the indicators for assessing an independent director's performance shall include: degree of faith and diligence, number of board meetings attending in person, participation in previous board meetings, opinions delivered by the independent director and implementation of such opinions by the board of directors, etc.~~ ~~The results of the annual and term-of-office assessment of an independent director constitute the basis for his/her retention or replacement. The board of directors shall report the evaluation and assessment results to NFRA for filing.~~
199	**Article 188** The Company shall provide the working conditions necessary for independent directors to perform their duties. The board of directors shall formulate the plan for the independent directors' remuneration standard pursuant to the relevant provisions of NFRA. The independent directors' remuneration plan shall be implemented upon review and approval at the shareholders' general meeting. Apart from such remuneration, an independent director may not obtain any other exceptional or non-disclosed benefits from the Company and its major shareholders or any interested entity or person.	**Article ~~188~~ 179** The Company shall provide the working conditions necessary for independent directors to perform their duties. The board of directors shall formulate the plan for the independent directors' remuneration standard pursuant to the relevant provisions of ~~NFRA~~ the Insurance Regulatory Authority. The independent directors' remuneration plan shall be implemented upon review and approval at the shareholders' ~~general~~ meeting. Apart from such remuneration, an independent director may not obtain any other exceptional or non-disclosed benefits from the Company and its major shareholders or any interested entity or person.

No.	Articles Before Revision	Articles After Revision
200	**Article 190** The secretary to the board of directors shall be a natural person with the necessary professional knowledge and experience, and shall be nominated by the chairman of board and appointed or removed by the board of directors. The secretary to the board of directors shall possess the following qualifications: (I) A bachelor's degree or higher degrees and no less than five years of work experience appropriate to performing the duties; (II) Certain knowledge in accounting, tax, law, finance, business management, computer application and other aspects, with personal integrity and professional ethics, strict compliance with relevant laws and regulations, and faithful performance of duties; (III) Provisions of Article 222 of the Articles of Association with respect to disqualified directors of the Company are applicable to the secretary to the board of directors; (IV) Other conditions as provided by laws, regulations and regulatory documents. Prior to the holding of office of the secretary to the board of directors, approval of the NFRA on his/her qualifications shall be obtained.	**Article ~~190~~ 181** The secretary to the board of directors shall be a natural person with the necessary professional knowledge and experience, and shall be nominated by the chairman of board and appointed or removed by the board of directors. The secretary to the board of directors shall possess the following qualifications: (I) A bachelor's degree or higher degrees and no less than five (5) years of work experience appropriate to performing the duties; (II) Certain knowledge in accounting, tax, law, finance, business management, computer application and other aspects, with personal integrity and professional ethics, strict compliance with relevant laws and regulations, and faithful performance of duties; (III) Provisions of Article ~~222~~ 195 of the Articles of Association with respect to disqualified directors of the Company are applicable to the secretary to the board of directors; (IV) Other conditions as provided by laws, regulations and regulatory documents. Prior to the holding of office of the secretary to the board of directors, approval of the ~~NFRA~~ Insurance Regulatory Authority on his/her qualifications shall be obtained.

No.	Articles Before Revision	Articles After Revision
201	**Article 191** The principal duties of the secretary to the board of directors are as follows: (I) To guarantee that the Company has complete organizational documents and records; (II) To ensure that the Company prepares and submits documents and reports as required by competent authorities in accordance with law; (III) To ensure that the register of shareholders of the Company is properly established and to ensure that persons entitled to receive such records and documents shall be provided with the relevant records and documents in time; (IV) To prepare the shareholders' general meetings and meetings of the board of directors in accordance with due procedures and requirement of the chairman of the board of directors; (V) To prepare and keep the archives of the shareholders' general meetings and meetings of the board of directors and materials and documents of other meetings, and to keep the registers and materials relating to the Company's shareholders, directors, supervisors and senior managers;	**Article ~~191~~ 182** The principal duties of the secretary to the board of directors are as follows: (I) To guarantee that the Company has complete organizational documents and records; (II) To ensure that the Company prepares and submits documents and reports as required by competent authorities in accordance with law; (III) To ensure that the register of shareholders of the Company is properly established and to ensure that persons entitled to receive such records and documents shall be provided with the relevant records and documents in time; (IV) To prepare the shareholders' ~~general~~ meetings and meetings of the board of directors in accordance with due procedures and requirement of the chairman of the board of directors; (V) To prepare and keep the archives of the shareholders' ~~general~~ meetings and meetings of the board of directors and materials and documents of other meetings, and to keep the registers and materials relating to the Company's shareholders, directors~~, supervisors~~ and senior managers;

No.	Articles Before Revision	Articles After Revision
	(VI) To report the notices and resolutions of the shareholders' general meetings and meetings of the board of directors to NFRA according to the requirements of regulatory authorities; (VII) To assist shareholders, directors and supervisors in exercising rights and performing duties; (VIII) To administer the Company's affairs including information disclosure and investor relations; (IX) To assist the Company's chairman of the board of directors in drafting the Company's corporate governance report; (X) To report flaws and problems in the Company's governance structure pursuant to requirements of the regulatory authorities; To organize training programs for directors and other relevant personnel pursuant to requirements of the regulatory authorities.	(VI) To report the notices and resolutions of the shareholders' ~~general~~ meetings and meetings of the board of directors to ~~NFRA~~ the Insurance Regulatory Authority according to the requirements of regulatory authorities; (VII) To assist shareholders, directors ~~and supervisors~~and the audit committee in exercising rights and performing duties in accordance with laws; (VIII) To administer the Company's affairs including information disclosure and investor relations; (IX) To assist the Company's chairman of the board of directors in drafting the Company's corporate governance report; (X) To report flaws and problems in the Company's governance structure pursuant to requirements of the regulatory authorities; (XI) To organize training programs for directors and other relevant personnel pursuant to requirements of the regulatory authorities.

No.	Articles Before Revision	Articles After Revision
202	**Article 194** The general manager, deputy general manager, general manager assistant, secretary to the board of directors, financial director, compliance officer, audit director, chief actuary and other persons who have been identified by the board of directors and are qualified to meet the requirements of the NFRA are senior management of the Company. The senior management of the Company shall obtain the qualifications approved by the NFRA before taking office. In case the general manager is unable to or fails to perform his duties, a responsible person designated by the Board on ad hoc basis shall exercise the functions and powers on behalf of the general manager.	**Article ~~194~~ 185** The general manager, deputy general manager, general manager assistant, secretary to the board of directors, financial director, chief compliance officer ~~compliance officer~~, audit director, chief actuary and other persons who have been identified by the board of directors and are qualified to meet the requirements of the ~~NFRA~~ Insurance Regulatory Authority are senior management of the Company. The senior management of the Company shall obtain the qualifications approved by the ~~NFRA~~ Insurance Regulatory Authority before taking office. In case the general manager is unable to or fails to perform his duties, a responsible person designated by the Board on ad hoc basis shall exercise the functions and powers on behalf of the general manager.
203	**Article 195** Provisions of Article 222 of the Articles of Association with respect to disqualified directors of the Company are applicable to the senior management.	~~**Article 195** Provisions of Article 222 of the Articles of Association with respect to disqualified directors of the Company are applicable to the senior management.~~

No.	Articles Before Revision	Articles After Revision
204	**Article 197** The general manager of the Company shall be accountable to the board of directors and exercise the following powers: (I) to preside over the production and operation management work of the Company, organize the implementation of resolutions of the board of directors and report to the board of directors; (II) to organize the implementation of the annual business plan and investment plan of the Company; (III) to draft plans for the establishment of the internal management department of the Company; (IV) to draft the Company's basic management system;	**Article ~~197~~ 187** The general manager of the Company shall be accountable to the board of directors and exercise the following powers: (I) to preside over the production and operation management work of the Company, organize the implementation of resolutions of the board of directors and report to the board of directors; (II) to organize the implementation of the annual business plan and investment plan of the Company; (III) to draft plans for the establishment of the internal management department of the Company; (IV) to draft the Company's basic management system;

No.	Articles Before Revision	Articles After Revision
	(V) to formulate the specific regulations for the Company; (VI) to propose the appointment or dismissal of the deputy general manager, financial director and other senior management of the Company; (VII) to decide to appoint or dismiss responsible management personnel other than those required to be appointed or dismissed by the board of directors; (VIII) other powers conferred by the Articles of Association and the board of directors.	(V) to formulate the specific regulations for the Company; (VI) to propose the appointment or dismissal of the deputy general manager, financial director and other senior management (other than secretary to the board of directors, the audit director and persons who are regulated by other nomination rules in accordance with the Articles of Association) of the Company; (VII) to decide to appoint or dismiss ~~responsible~~ management personnel other than those required to be appointed or dismissed by the board of directors; (VIII) other powers conferred by the Articles of Association and the board of directors.

No.	Articles Before Revision	Articles After Revision
205	**Article 199** The detailed working rules shall include: (I) the requirements, procedures and attendees of an operation meeting; (II) the specific duties and roles of each of the general manager and other senior management; (III) the usage of the Company's funds and assets, the limits of his/her authority to enter into material contracts, and the mechanism of reporting to the Board and the Supervisory Committee; (IV) other matters as the Board shall deem necessary.	**Article ~~199~~ 189** The detailed working rules shall include: (I) the requirements, procedures and attendees of ~~an operation~~ a managers' meeting; (II) the specific duties and roles of each of the general manager and other senior management; (III) the usage of the Company's funds and assets, the limits of his/her authority to enter into material contracts, and the mechanism of reporting to the Board ~~and the Supervisory Committee~~; (IV) other matters as the Board shall deem necessary.
206	**Article 201** A senior management shall be personally liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties.	**Article ~~201~~ 191** A senior management shall be personally liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties; where such violation causes damage to any other person, the Company shall be liable for compensation; where the senior management has acted with intent or gross negligence, he/she shall also be liable for compensation.

No.	Articles Before Revision	Articles After Revision
207	**Article 204** The chief actuary shall perform the following duties: (I) To analyze and research experience data, participate in the drafting of development strategies for insurance products, work out premium rates of insurance products, and review insurance product approval or filing materials; (II) To be involved in solvency management; (III) To formulate or participate in the formulation of reinsurance system; to review or participate in the review of reinsurance plans; (IV) To assess various non-life insurance actuary reserves and relevant liabilities; to participate in budget management; (V) To participate in the formulation of shareholder dividend distribution system; to formulate dividend distribution scheme relevant to insurance products, such as participating insurance; (VI) To participate in assets and liabilities allocation management; to be involved in deciding investment priorities or formulating proposed assets allocation guidelines;	**Article ~~204~~ 194** The chief actuary shall perform the following duties: (I) To analyze and research experience data, participate in the drafting of development strategies for insurance products, work out premium rates of insurance products, and review insurance product approval or filing materials; (II) To be involved in solvency management; (III) To formulate or participate in the formulation of reinsurance system; to review or participate in the review of reinsurance plans; (IV) To assess various ~~non-life insurance actuary~~ reserves and relevant liabilities; to participate in budget management; (V) To participate in the formulation of shareholder dividend distribution system; to formulate dividend distribution scheme relevant to insurance products, such as participating insurance; (VI) To participate in assets and liabilities allocation management; to be involved in deciding investment priorities or formulating proposed assets allocation guidelines;

No.	Articles Before Revision	Articles After Revision
	(VII) To participate in the formulation of operation rules and payment system for agency service fee, such as commission and brokerage expenses; (VIII) To review and sign relevant data and reports for disclosure pursuant to provisions specified by the insurance regulating authority and relevant state departments; (IX) To review and sign actuarial reports, embedded value reports and other relevant documents as required by the insurance regulating authority; (X) To report major potential risks to the insurance company and the insurance regulating authority; (XI) Any other duties which are required to be performed according to the requirements of the insurance regulating authority and the Articles of Association of the insurance company.	(VII) To participate in the formulation of operation rules and payment system for agency service fee, such as commission and brokerage expenses; (VIII) To review and sign relevant data and reports for disclosure pursuant to provisions specified by the insurance regulatory ~~regulating~~ authority and relevant state departments; (IX) To review and sign actuarial reports, embedded value reports and other relevant documents as required by the insurance regulatory ~~regulating~~ authority; (X) To report major potential risks to the insurance company and the insurance regulatory ~~regulating~~ authority; (XI) Any other duties which are required to be performed according to the requirements of the insurance regulatory ~~regulating~~ authority and the Articles of Association of the insurance company.

No.	Articles Before Revision	Articles After Revision
208	Chapter 9 Supervisory Committee Section 1 Supervisors Section 2 Supervisory Committee	~~Chapter 9 Supervisory Committee~~ ~~Section 1 Supervisors~~ ~~Section 2 Supervisory Committee~~
209	**Article 205** Provisions of Article 222 of the Articles of Association with respect to disqualified directors of the Company are applicable to the supervisors. Supervisors of the Company shall have good conduct and reputation, possess the professional knowledge and working experience commensurate with their duties, and satisfy the conditions stipulated in the laws, regulations, the listing rules of the applicable stock exchange and requirements of the NFRA. The supervisory committee comprises of external supervisors, shareholder supervisors and employee supervisors. The proportion of external supervisors and employee supervisors shall not be less than one-third (1/3) of the supervisory committee. Excluding employee supervisors, supervisors shall be elected and removed by the shareholders' general meeting. Employee supervisors shall be democratically elected and removed by the employees of the Company.	~~**Article 205** Provisions of Article 222 of the Articles of Association with respect to disqualified directors of the Company are applicable to the supervisors.~~ ~~Supervisors of the Company shall have good conduct and reputation, possess the professional knowledge and working experience commensurate with their duties, and satisfy the conditions stipulated in the laws, regulations, the listing rules of the applicable stock exchange and requirements of the NFRA.~~ ~~The supervisory committee comprises of external supervisors, shareholder supervisors and employee supervisors. The proportion of external supervisors and employee supervisors shall not be less than one-third (1/3) of the supervisory committee. Excluding employee supervisors, supervisors shall be elected and removed by the shareholders' general meeting. Employee supervisors shall be democratically elected and removed by the employees of the Company.~~
210	**Article 206** Directors, general manager and financial director and other senior management of the Company may not act concurrently as supervisors.	~~**Article 206** Directors, general manager and financial director and other senior management of the Company may not act concurrently as supervisors~~.

No.	Articles Before Revision	Articles After Revision
211	**Article 207** Supervisors shall faithfully perform their supervisory obligations in accordance with laws, administrative regulations and the Articles of Association and bear fiduciary and diligent duties to the Company. Supervisors are prohibited from abusing their power to accept bribes or other illegal income and from misappropriating the Company's properties.	~~**Article 207** Supervisors shall faithfully perform their supervisory obligations in accordance with laws, administrative regulations and the Articles of Association and bear fiduciary and diligent duties to the Company. Supervisors are prohibited from abusing their power to accept bribes or other illegal income and from misappropriating the Company's properties.~~
212	**Article 208** The term of office of supervisors shall be three (3) years, beginning at the date of approval of his/her qualifications by the NFRA till the expiry of the tenure of the current board of supervisors. The term of office of supervisors shall be renewable upon re- election and re-appointment; the accumulative service term of external supervisors shall not exceed six years.	~~**Article 208** The term of office of supervisors shall be three (3) years, beginning at the date of approval of his/her qualifications by the NFRA till the expiry of the tenure of the current board of supervisors. The term of office of supervisors shall be renewable upon re- election and re-appointment; the accumulative service term of external supervisors shall not exceed six years.~~
213	**Article 209** If no supervisor is elected in place of a retiring supervisor upon expiry of his/her term or a supervisor resigns before the expiry of his/her term resulting in the number of supervisors to be less than the required number, the leaving supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations and the Articles of Association until a supervisor is elected in his/her place.	~~**Article 209** If no supervisor is elected in place of a retiring supervisor upon expiry of his/her term or a supervisor resigns before the expiry of his/her term resulting in the number of supervisors to be less than the required number, the leaving supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations and the Articles of Association until a supervisor is elected in his/her place.~~

No.	Articles Before Revision	Articles After Revision
214	**Article 210** A supervisor shall attend the Board meetings, and make enquiry or suggestion regarding resolutions of the Board meetings.	~~**Article 210** A supervisor shall attend the Board meetings, and make enquiry or suggestion regarding resolutions of the Board meetings.~~
215	**Article 211** A supervisor may not make use of his/her connected relationship to harm the Company's interests. For any losses caused to the Company arising therefrom, he/she shall be liable to make indemnification.	~~**Article 211** A supervisor may not make use of his/her connected relationship to harm the Company's interests. For any losses caused to the Company arising therefrom, he/she shall be liable to make indemnification.~~
216	**Article 212** A supervisor shall be personally liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties.	~~**Article 212** A supervisor shall be personally liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties.~~
217	**Article 213** The Company has established the supervisory committee. The supervisory committee of the Company consists of three (3) supervisors, of whom one (1) is a shareholder representative supervisor, one (1) is an external supervisor and one (1) is an employee representative supervisor. The supervisory committee shall have one (1) chairman, who shall be elected or removed by the vote of over two thirds (2/3) of all supervisors. The chairman of the supervisory committee shall convene and preside over the meetings. If the chairman of the supervisory committee is unable or unwilling to perform the duty, a supervisor jointly elected by at least half of the supervisors shall convene and preside over the meeting.	~~**Article 213** The Company has established the supervisory committee. The supervisory committee of the Company consists of three (3) supervisors, of whom one (1) is a shareholder representative supervisor, one (1) is an external supervisor and one (1) is an employee representative supervisor.~~ ~~The supervisory committee shall have one (1) chairman, who shall be elected or removed by the vote of over two thirds (2/3) of all supervisors. The chairman of the supervisory committee shall convene and preside over the meetings. If the chairman of the supervisory committee is unable or unwilling to perform the duty, a supervisor jointly elected by at least half of the supervisors shall convene and preside over the meeting.~~

No.	Articles Before Revision	Articles After Revision
218	**Article 214** Non-employee supervisors are nominated by shareholders or the supervisory committee, and employee supervisors are nominated by the supervisory committee and the labor union. Shareholders who have already nominated directors and their related parties may no longer nominate supervisors, and follow regulations otherwise regulated by the state.	~~**Article 214** Non-employee supervisors are nominated by shareholders or the supervisory committee, and employee supervisors are nominated by the supervisory committee and the labor union. Shareholders who have already nominated directors and their related parties may no longer nominate supervisors, and follow regulations otherwise regulated by the state.~~
219	**Article 216** The supervisory committee shall convene meetings at least four (4) times every year. The chairman of the supervisory committee shall convene the meetings. The supervisors may propose to convene an extraordinary meeting of the supervisory committee.	~~**Article 216** The supervisory committee shall convene meetings at least four (4) times every year. The chairman of the supervisory committee shall convene the meetings. The supervisors may propose to convene an extraordinary meeting of the supervisory committee.~~
220	**Article 217** The resolutions of the supervisory committee shall be passed by vote of at least two thirds (2/3) of the members of the supervisory committee.	~~**Article 217** The resolutions of the supervisory committee shall be passed by vote of at least two thirds (2/3) of the members of the supervisory committee.~~
221	**Article 218** The Supervisory Committee shall formulate the rules of procedure for the Supervisory Committee (See Annex III to the Articles of Association) and express the discussion methods and voting procedures, to ensure the work efficiency and scientific decision-making of the Supervisory Committee. The rules of procedure for the Supervisory Committee shall be effective after approved by the shareholders' general meetings. The Supervisory Committee shall perform its duties in strict compliance with the procedures required by the rules of procedure for the Supervisory Committee.	~~**Article 218** The Supervisory Committee shall formulate the rules of procedure for the Supervisory Committee (See Annex III to the Articles of Association) and express the discussion methods and voting procedures, to ensure the work efficiency and scientific decision-making of the Supervisory Committee.~~ ~~The rules of procedure for the Supervisory Committee shall be effective after approved by the shareholders' general meetings. The Supervisory Committee shall perform its duties in strict compliance with the procedures required by the rules of procedure for the Supervisory Committee.~~

No.	Articles Before Revision	Articles After Revision
222	**Article 219** The discussed issues shall be recorded in the minutes of the meeting of the Supervisory Committee. Supervisors attending the meeting shall sign on the minutes of meetings. The meeting minutes shall be kept permanently.	~~**Article 219** The discussed issues shall be recorded in the minutes of the meeting of the Supervisory Committee. Supervisors attending the meeting shall sign on the minutes of meetings. The meeting minutes shall be kept permanently.~~
223	**Article 220** The notice of the board of supervisors meeting shall contain: (I) The convening date, venue and duration of the meeting; (II) The issues and proposals; (III) The date of the issuance of the notice.	~~**Article 220** The notice of the board of supervisors meeting shall contain:~~ ~~(I) The convening date, venue and duration of the meeting;~~ ~~(II) The issues and proposals;~~ ~~(III) The date of the issuance of the notice.~~
224	**Article 221** The reasonable expenses incurred by the Supervisory Committee when engaging lawyers, certified public accountants, chartered auditors and other professionals in performing its duties shall be borne by the Company.	~~**Article 221** The reasonable expenses incurred by the Supervisory Committee when engaging lawyers, certified public accountants, chartered auditors and other professionals in performing its duties shall be borne by the Company.~~
225	**Chapter 10** The Qualifications and Obligations of the Company's Directors, Supervisors and Senior Management	**Chapter 9~~10~~** The Qualifications and Obligations of the Company's Directors~~,~~ ~~Supervisors~~ and Senior Management

No.	Articles Before Revision	Articles After Revision
226	**Article 222** Directors, supervisors and senior management of the Company shall satisfy the qualifications and conditions required by Article 146 of the Company Law, Article 82 of the Insurance Law, the listing rules of the applicable stock exchange and requirements of the NFRA. A person may not serve as a director, supervisor or member of senior management of the Company if any of the following circumstances apply: (I) a person without or with restricted capacity of civil conduct; (II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished for committing such offence; or who has been deprived of his/her political rights, in each case where no more than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation;	**Article ~~222~~195** Directors~~,~~ ~~supervisors~~ and senior management of the Company shall be of good character, have adequate expertise and working experience for their duties and satisfy the qualifications and conditions required by Article ~~146~~178 of the Company Law, Articles 81 and 82 of the Insurance Law, the listing rules of the applicable stock exchange and requirements of the ~~NFRA~~Insurance Regulatory Authority. A person may not serve as a director~~, supervisor~~ or member of senior management of the Company if any of the following circumstances apply: (I) a person without or with restricted capacity of civil conduct; (II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the order of the socialist market economy ~~social economic order~~ and has been punished for committing such offence; or who has been deprived of his/her political rights, ~~in each case~~ where no more than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation, or who has been sentenced to probation, where less than two (2) years have elapsed since the date of the expiration of the probation period;

No.	Articles Before Revision	Articles After Revision
	(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and who is personally liable for the insolvency of such company or enterprise, where no more than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;	(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation ~~because of mismanagement~~ and who is personally liable for the insolvency of such company or enterprise, where no more than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;
	(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked due to a violation of laws and who incurred personal liability therefor, where no more than three (3) years have elapsed since the date of the revocation of the business license;	(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked and has been ordered to close down due to a violation of laws and who incurred personal liability therefor, where no more than three (3) years have elapsed since the date of the revocation of the business license or being ordered to close down;
	(V) a person who has a relatively large amount of debts due and outstanding;	(V) a person who has a relatively large amount of debts due and outstanding and has been listed as a dishonest person subject to enforcement by the people's court;
	(VI) a person who is under criminal investigation or prosecution by judicial organs for violation of criminal law and the case is not yet concluded;	(VI) a person who is under criminal investigation or prosecution by judicial organs for violation of criminal law and the case is not yet concluded;

No.	Articles Before Revision	Articles After Revision
	(VII) a person who has been prohibited from serving as a leader of an enterprise by laws or administrative regulations; (VIII) a non-natural person; (IX) a person who has been convicted by the relevant competent authority for violation of relevant securities regulations, and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five (5) years have elapsed from the date of such conviction;	(VII) ~~a person who has been prohibited from serving as a leader of an enterprise by laws or administrative regulations;~~ ~~(VIII)~~ a non-natural person; (VIII) a person who has been publicly determined by any stock exchange to be unsuitable to be a director or a senior management of a listed company for certain period of time which has not expired; (IX) a person who is subject to securities market entry restriction imposed by the CSRC for certain period of time which has not expired~~who has been convicted by the relevant competent authority for violation of relevant securities regulations, and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five (5) years have elapsed from the date of such conviction~~;

No.	Articles Before Revision	Articles After Revision
	(X) circumstances prescribed by laws, administrative regulations, regulatory requirements, the Articles of Association and the securities regulatory authorities of the place where the Company's shares are listed and circumstances where a person is deemed inappropriate by the NFRA and other regulatory authorities to serve as a director, supervisor or member of senior management. If the Company elects the directors, supervisors and senior management in breach of the above requirements, such election will be null and void. Where a director, supervisor and member of the senior management falls in the situation stipulated in the first paragraph of this Article that disqualified for a director, supervisor and senior management, the nomination and remuneration management committee shall propose to the Board to remove such person, and the shareholders' general meetings or the board of directors shall remove his/her position according to provisions of the Articles of Association.	(X) circumstances prescribed by laws, administrative regulations, regulatory requirements, the Articles of Association and the securities regulatory authorities of the place where the Company's shares are listed and circumstances where a person is deemed inappropriate by the ~~NFRA~~ Insurance Regulatory Authority and other regulatory authorities to serve as a director~~, supervisor~~ or member of senior management. If the Company elects, appoints the directors~~, supervisors and~~ or hires senior management in breach of the above requirements, such election, appointment or hiring will be null and void. Where a director~~, supervisor~~ and member of the senior management falls in the situation stipulated in the first paragraph of this Article that disqualified for a director~~, supervisor~~ and senior management, the nomination and remuneration management committee shall propose to the Board to remove such person, and the shareholders' ~~general~~ meetings or the board of directors shall remove his/her position according to provisions of the Articles of Association.
227	**Article 223** The validity of the conduct of directors or other senior management of the Company who act in good faith on behalf of the Company with respect to third parties shall not be affected by any irregularity in their appointment, election or qualification.	**Article ~~223~~ 196** The validity of the conduct of directors or other senior management of the Company who act ~~in good faith~~ on behalf of the Company with respect to the bona fide counterparty ~~third parties~~ shall not be affected by any irregularity in their appointment, election or qualification.

No.	Articles Before Revision	Articles After Revision
228	**Article 224** In addition to the obligations imposed by the laws, administrative regulations or the listing rules of the stock exchange(s) on which the shares of the Company are listed, the directors, supervisors and other senior management of the Company shall have the following obligations to each shareholder in performing the duties entrusted by the Company: (I) not to cause the Company to exceed the scope of business stipulated in its business license; (II) to act honestly in the best interests of the Company; (III) not to expropriate in any guise the Company's property, including but not limited to opportunities advantageous to the Company; (IV) not to expropriate the personal rights of shareholders, including but not limited to rights to distribution and voting, except the restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.	**Article ~~224~~ 197** In addition to the obligations imposed by the laws, administrative regulations or the listing rules of the stock exchange(s) on which the shares of the Company are listed, the directors~~, supervisors~~ and other senior management of the Company shall have the following obligations to each shareholder in performing the duties entrusted by the Company: (I) not to cause the Company to exceed the scope of business stipulated in its business license; (II) to act honestly in the best interests of the Company; (III) not to expropriate in any guise the Company's property, including but not limited to opportunities advantageous to the Company; (IV) not to expropriate the personal rights of shareholders, including but not limited to rights to distribution and voting, except the restructuring of the Company submitted to the shareholders' ~~general~~ meeting for approval in accordance with the Articles of Association.
229	**Article 225** Each of the Company's directors, supervisors and members of senior management owes a duty, in the exercise of his/her rights or the discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	**Article ~~225~~ 198** Each of the Company's directors~~, supervisors~~ and members of senior management owes a duty, in the exercise of his/her rights or the discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

No.	Articles Before Revision	Articles After Revision
230	**Article 226** Each of the Company's directors, supervisors and members of senior management shall carry on his/her duties in accordance with the fiduciary principle and shall not put himself/herself in a position where his/her duty and his/her interest may conflict. This principle includes (but is not limited to) discharging the following obligations: (I) to act honestly in the best interests of the Company; (II) to exercise powers within the scope of his/her powers and not to exceed those powers; (III) to exercise the discretion vested in him/her personally and not to allow himself/ herself to act under the control of another and, except to the extent permitted by laws, administrative regulations or with informed consent of shareholders' general meeting, not to delegate the exercise of his/her discretion to others; (IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;	**Article ~~226~~ 199** Each of the Company's directors~~, supervisors~~ and members of senior management shall carry on his/her duties in accordance with the fiduciary principle and shall not put himself/herself in a position where his/her duty and his/her interest may conflict. This principle includes (but is not limited to) discharging the following obligations: (I) to act honestly in the best interests of the Company; (II) to exercise powers within the scope of his/her powers and not to exceed those powers; (III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, except to the extent permitted by laws, administrative regulations or with informed consent of shareholders' ~~general~~ meeting, not to delegate the exercise of his/her discretion to others; (IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;

No.	Articles Before Revision	Articles After Revision
	(V) except in accordance with the Articles of Association or with informed consent of shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company; (VI) without informed consent of shareholders' general meeting, not to use the Company's property by any means for his/her own benefit; (VII) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (but not limited to) opportunities advantageous to the Company; (VIII) without informed consent of shareholders' general meeting, not to accept commissions in connection with the Company's transactions;	(V) ~~except in accordance with the Articles of Association or with informed consent of shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company~~ when directly or indirectly entering into any contract or carrying out any transaction with the Company, to report the matters relating to the entering into of such contract or the carrying out of such transaction to the board of directors or the shareholders' meeting, and to have the same approved by resolution of the board of directors or the shareholders' meeting in accordance with the Articles of Association; (VI) without informed consent of shareholders' ~~general~~ meeting, not to use the Company's property by any means for his/her own benefit; (VII) not to exploit his/her position to offer or accept bribes or accept other illegal income or expropriate the Company's property by any means, including (but not limited to) opportunities advantageous to the Company; (VIII) ~~without informed consent of shareholders' general meeting,~~ not to accept commissions in connection with the ~~Company's~~ transactions between the Company and others for his/her own benefit;

No.	Articles Before Revision	Articles After Revision
	(IX) to abide by the Articles of Association, faithfully perform his/her duties and protect the Company's interests, and not to exploit his/her position and power in the Company to advance his/her own private interests; (X) not to compete with the Company in any form without informed consent of shareholders' general meeting; (XI) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a security for debts of a shareholder of the Company or other individual(s) with the Company's assets;	(IX) to abide by the Articles of Association, faithfully perform his/her duties and protect the Company's interests, and not to exploit his/her position and power in the Company to advance his/her own private interests; (X) ~~not to compete with the Company in any form without informed consent of shareholders' general meeting~~without reporting to the board of directors or the shareholders' meeting and obtaining approval by resolution of the shareholders' meeting, not to carry out, whether by himself/herself or for any other person, any business of the same kind as that of the company by which he/she is employed; (XI) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a security for debts of a shareholder of the Company or other individual(s) with the Company's assets;

No.	Articles Before Revision	Articles After Revision
	(XII) without informed consent of shareholders' general meeting, not to disclose any confidential information in respect of the Company acquired by him/her in the course of and during his/her tenure of office and not to use the information other than for the purpose of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if: 1. disclosure is required by law; 2. the interests of the public require disclosure; 3. the interests of the relevant director, supervisor or member of senior management require disclosure.	(XII) without informed consent of shareholders' ~~general~~ meeting, not to disclose any confidential information in respect of the Company acquired by him/her in the course of and during his/her tenure of office and not to use the information other than for the purpose of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if: 1. disclosure is required by law; 2. the interests of the public require disclosure; 3. the interests of the relevant director~~, supervisor~~ or member of senior management require disclosure.

No.	Articles Before Revision	Articles After Revision
231	**Article 227** Each director, supervisor or member of senior management of the Company shall not cause the following persons or institutions ("Related Persons") to do what he is prohibited from doing: (I) the spouse or minor children of that director, supervisor or member of senior management; (II) a trustee of that director, supervisor or member of senior management or any person referred to in paragraph (I); (III) a partner of that director, supervisor or member of senior management or any person referred to in paragraphs (I) and (II) above; (IV) a company in which that director, supervisor or member of senior management, alone or jointly with one or more persons referred to in paragraphs (I), (II) and (III) above and other directors, supervisors and members of senior management have a de facto controlling interest; (V) the directors, supervisors, general manager and other members of senior management of the controlled company referred to in paragraph (IV).	**Article ~~227~~ 200** Each director~~, supervisor~~ or member of senior management of the Company shall not cause the following persons or institutions ("Related Persons") to do what he is prohibited from doing: (I) the spouse or minor children of that director~~, supervisor~~ or member of senior management; (II) a trustee of that director~~, supervisor~~ or member of senior management or any person referred to in paragraph (I); (III) a partner of that director~~, supervisor~~ or member of senior management or any person referred to in paragraphs (I) and (II) above; (IV) a company in which that director~~, supervisor~~ or member of senior management, alone or jointly with one or more persons referred to in paragraphs (I), (II) and (III) above and other directors~~, supervisors~~ and members of senior management, have a de facto controlling interest; (V) the directors~~, supervisors,~~ and members of senior management of the controlled company referred to in paragraph (IV).

No.	Articles Before Revision	Articles After Revision
232	**Article 228** The fiduciary duties of the director, supervisor or member of senior management of the Company do not necessarily cease upon the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period on a fair basis depending on the time lapse between the termination and the act concerned and the circumstances and conditions under which the relationships between them and the Company are terminated.	~~**Article 228**~~ **Article 201** The fiduciary duties of the director~~, supervisor~~ or member of senior management of the Company do not necessarily cease upon the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period on a fair basis depending on the time lapse between the termination and the act concerned and the circumstances and conditions under which the relationships between them and the Company are terminated.

No.	Articles Before Revision	Articles After Revision
233	**Article 229** Where a director, supervisor and other senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the Board at the earliest opportunity, whether or not the related matters under normal circumstances is otherwise subject to the approval of the Board. Unless the interested director, supervisor and other senior management of the Company has disclosed such interest to the Board as required under the preceding paragraph of this Article and the matter has been approved by the Board at a meeting where he/she was not counted in the quorum and had refrained from voting, the Company shall have the rights to revoke the contract, transaction or arrangement, except where the other party is a bona fide party acting without knowledge of the breach of obligation by the director, supervisor, president and other senior management concerned. A director, supervisor and other senior management of the Company shall be deemed to have some interest in a certain contract, transaction or arrangement in which a Connected Person of such director, supervisor and other senior management has some interest.	~~**Article 229**~~**Article 202** Where a director~~,~~ ~~supervisor~~ and other senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the Board at the earliest opportunity, whether or not the related matters under normal circumstances is otherwise subject to the approval of the Board Unless the interested director~~, supervisor~~ and other senior management of the Company has disclosed such interest to the Board as required under the preceding paragraph of this Article and the matter has been approved by the Board at a meeting where he/she was not counted in the quorum and had refrained from voting, the Company shall have the rights to revoke the contract, transaction or arrangement, except where the other party is a bona fide ~~party~~ counterparty acting without knowledge of the breach of obligation by the director~~, supervisor, president~~ and other senior management concerned. A director, ~~supervisor~~ and other senior management of the Company shall be deemed to have some interest in a certain contract, transaction or arrangement in which the Related Persons~~a Connected Person~~ of such director, ~~supervisor~~ and other senior management has some interest.

No.	Articles Before Revision	Articles After Revision
234	**Article 230** In the event that a director, supervisor and other senior management of the Company gives a written notice to the Board before the Company considers to enter into the contract, transaction or arrangement for the first time, stating that due to the contents of the notice, such director, supervisor or senior management of the Company has an interest in the contract, transaction or arrangement that may subsequently be made by the Company, such director, supervisor and other senior management shall be deemed, for the purposes of the preceding Articles of this Chapter, to have declared his/her interest, insofar as attributable to the scope stated in the notice.	~~**Article 230**~~**Article203** In the event that a director~~, supervisor~~ and other senior management of the Company gives a written notice to the Board before the Company considers to enter into the contract, transaction or arrangement for the first time, stating that due to the contents of the notice, such director~~, supervisor~~ or senior management of the Company has an interest in the contract, transaction or arrangement that may subsequently be made by the Company, such director, ~~supervisor~~ and other senior management shall be deemed, for the purposes of the preceding Articles of this Chapter, to have declared his/her interest, insofar as attributable to the scope stated in the notice.
235	**Article 231** The Company shall not in any manner pay taxes for or on behalf of its director, supervisor and any other senior management.	~~**Article 231**~~**Article 204** The Company shall not in any manner pay taxes for or on behalf of its director, ~~supervisor and~~ or any other senior management.

No.	Articles Before Revision	Articles After Revision
236	**Article 232** The Company shall not provide guarantee to third parties in respect of the debts of others, nor shall it extend a loan to or provide any guarantee any of their respective associates. However, the following transactions are not subject to the above prohibition: The following activities in the normal course of business of the Company: security in proceedings; credit security related to export credit insurance as provided in the capacity of export credit insurer; and maritime security.	**Article ~~232~~ 205** The Company shall not provide guarantee to third parties in respect of the debts of others, nor shall it extend a loan to or provide any guarantee for directors or senior management of the Company or the relevant personnel defined in Article 200 of the Articles of Association ~~any of their respective associates~~. However, The following activities in the normal course of business of the Company ~~the following transactions~~ are not subject to the above prohibition: (I) ~~The following activities in the normal course of business of the Company:~~ security in proceedings; (II) credit security related to export credit insurance as provided in the capacity of export credit insurer; (III) maritime security. Where any provision of the Articles of Association relating to loans or guarantees is breached, the Company shall hold the relevant responsible persons accountable in accordance with the law; the validity of the relevant transactions and the legal consequences, including restitution and compensation, shall be dealt with in accordance with the provisions of laws, administrative regulations and judicial interpretations.

No.	Articles Before Revision	Articles After Revision
237	**Article 233** A loan made by the Company in breach of the proceeding Article shall be forthwith repayable by the recipient of the loan, regardless of the terms of the loan.	~~**Article 233** A loan made by the Company in breach of the proceeding Article shall be forthwith repayable by the recipient of the loan, regardless of the terms of the loan.~~
238	**Article 234** A security provided by the Company in breach of paragraph 1 of Article 232 shall be unenforceable against the Company, unless: (I) the security was provided in connection with a loan to a related person of any of the directors, supervisors or members of senior management of the Company or its parent company and at the time the loan was advanced the lender did not know the relevant circumstances; (II) the collateral provided by the Company has been lawfully sold by the lender to a bona fide purchaser.	~~**Article 234** A security provided by the Company in breach of paragraph 1 of Article 232 shall be unenforceable against the Company, unless:~~ ~~(I) the security was provided in connection with a loan to a related person of any of the directors, supervisors or members of senior management of the Company or its parent company and at the time the loan was advanced the lender did not know the relevant circumstances;~~ ~~(II) the collateral provided by the Company has been lawfully sold by the lender to a bona fide purchaser.~~

No.	Articles Before Revision	Articles After Revision
239	**Article 236** In addition to any rights and remedies provided by laws and administrative regulations, where a director, supervisor or member of senior management of the Company is in breach of his/her duties to the Company, the Company has a right to: (I) claim damages from the director, supervisor or member of senior management in compensation for losses sustained by the Company as a result of his/her neglect of duties; (II) rescind any contract or transaction entered into by the Company with the director, supervisor or member of senior management or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor or member of senior management);	**Article ~~236~~207** In addition to any rights and remedies provided by laws and administrative regulations, where a director~~, supervisor~~ or member of senior management of the Company is in breach of his/her duties to the Company, the Company has a right to: (I) claim damages from the director~~, supervisor~~ or member of senior management in compensation for losses sustained by the Company as a result of his/her neglect of duties; (II) rescind any contract or transaction entered into by the Company with the director~~, supervisor~~ or member of senior management or with a third party (where such third party knows or should know that there is such a breach of duties by such director~~, supervisor~~ or member of senior management);

No.	Articles Before Revision	Articles After Revision
	(III) require the relevant director, supervisor or member of senior management to return the benefits received by him/her as a result of the breach of the obligations; (IV) recover any funds received by the director, supervisor or member of senior management that should have been received by the Company, including (but not limited to) commissions; (V) require the relevant director, supervisor or member of the senior management to return the interest that is earned or may have been earned from the fund which should have been payable to the Company.	(III) require the relevant director~~,~~ ~~supervisor~~ or member of senior management to return the benefits received by him/her as a result of the breach of the obligations; (IV) recover any funds received by the director~~, supervisor~~ or member of senior management that should have been received by the Company, including (but not limited to) commissions; (V) require the relevant director~~,~~ ~~supervisor~~ or member of the senior management to return the interest that is earned or may have been earned from the fund which should have been payable to the Company.

No.	Articles Before Revision	Articles After Revision
240	**Article 237** The Company shall, with prior approval by shareholders in general meeting, enter into a contract in writing with each of its directors, supervisors and members of senior management in respect of remunerations. The contract in writing shall at least include: (I) The directors, supervisors and senior management shall undertake to the Company that he/she shall observe and comply with the Company Law, the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies, the Articles of Association of the Company, the Codes on Takeovers and Mergers, the Codes on Share Repurchase, and other regulations formulated by the Hong Kong Stock Exchange, and shall agree that the Company shall be entitled to the remedies provided in the Articles of Association and that neither the contract nor his/her office may be transferred; (II) The directors, supervisors and senior management shall undertake to the Company for the benefit of each Shareholder that he/she shall observe and perform his/her duties to the shareholders as stipulated in the Articles of Association; and (III) The arbitration clause shall be provided for in Article 319 hereof.	~~**Article 237** The Company shall, with prior approval by shareholders in general meeting, enter into a contract in writing with each of its directors, supervisors and members of senior management in respect of remunerations. The contract in writing shall at least include:~~ ~~(I) The directors, supervisors and senior management shall undertake to the Company that he/she shall observe and comply with the Company Law, the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies, the Articles of Association of the Company, the Codes on Takeovers and Mergers, the Codes on Share Repurchase, and other regulations formulated by the Hong Kong Stock Exchange, and shall agree that the Company shall be entitled to the remedies provided in the Articles of Association and that neither the contract nor his/her office may be transferred;~~ ~~(II) The directors, supervisors and senior management shall undertake to the Company for the benefit of each Shareholder that he/she shall observe and perform his/her duties to the shareholders as stipulated in the Articles of Association; and~~ ~~(III) The arbitration clause shall be provided for in Article 319 hereof.~~

No.	Articles Before Revision	Articles After Revision
	The above remunerations include: (I) remunerations for them as directors, supervisors or members of senior management of the Company; (II) remunerations for them as directors, supervisors or members of senior management of any subsidiary of the Company; (III) remunerations otherwise in connection with services for the management of the Company or its subsidiaries; (IV) payments by way of compensation for loss of office, or in connection with their retirement from office. Save as specified in the contract mentioned above, no proceedings shall be brought by a director or supervisor against the Company for anything due to him in respect of the matters specified above.	~~The above remunerations include:~~ ~~(I) remunerations for them as directors, supervisors or members of senior management of the Company;~~ ~~(II) remunerations for them as directors, supervisors or members of senior management of any subsidiary of the Company;~~ ~~(III) remunerations otherwise in connection with services for the management of the Company or its subsidiaries;~~ ~~(IV) payments by way of compensation for loss of office, or in connection with their retirement from office.~~ ~~Save as specified in the contract mentioned above, no proceedings shall be brought by a director or supervisor against the Company for anything due to him in respect of the matters specified above.~~

No.	Articles Before Revision	Articles After Revision
241	**Article 238** The contracts concerning emoluments between the Company and its directors or supervisors should provide that, in the event of an acquisition of the Company, the directors and supervisors shall, subject to prior approval by the shareholders' general meeting, have the right to receive compensation or other payments for loss of office or retirement. The acquisition of the Company referred to in this paragraph means either: (I) a takeover offer made by any person to all shareholders; (II) a takeover offer made by any person to enable the offeror to become a controlling shareholder which has the same definition as that provided in Article 63 of the Articles of Association. If the relevant director or supervisor does not comply with this Article, any sum so received by the director or supervisor shall belong to those persons who have sold their shares as a result of the offer, and the expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant director or supervisor and not deducted from the sum distributed.	~~**Article 238** The contracts concerning emoluments between the Company and its directors or supervisors should provide that, in the event of an acquisition of the Company, the directors and supervisors shall, subject to prior approval by the shareholders' general meeting, have the right to receive compensation or other payments for loss of office or retirement. The acquisition of the Company referred to in this paragraph means either:~~ ~~(I) a takeover offer made by any person to all shareholders;~~ ~~(II) a takeover offer made by any person to enable the offeror to become a controlling shareholder which has the same definition as that provided in Article 63 of the Articles of Association.~~ ~~If the relevant director or supervisor does not comply with this Article, any sum so received by the director or supervisor shall belong to those persons who have sold their shares as a result of the offer, and the expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant director or supervisor and not deducted from the sum distributed.~~

No.	Articles Before Revision	Articles After Revision
242	**Article 242** The board of directors of the Company shall at each annual general meeting submit to shareholders the financial reports prepared by the Company as required by relevant laws, administrative regulations and normative documents issued by local governments and authorities.	~~**Article 242** The board of directors of the Company shall at each annual general meeting submit to shareholders the financial reports prepared by the Company as required by relevant laws, administrative regulations and normative documents issued by local governments and authorities.~~
243	**Article 243** The financial reports of the Company shall be made available at the Company for review by shareholders twenty (20) days before the date of annual general meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to in this chapter. The Company shall, at least twenty-one (21) days before the date of every annual general meeting, deliver by hand or by prepaid post the aforesaid financial reports and the reports of the board of directors to each holder of the overseas listed shares of the Company at the addresses specified in the register of members.	**Article ~~243~~211** The financial reports of the Company shall be made available at the Company for review by shareholders twenty (20) days before the date of the annual ~~general~~ shareholders' meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to in this chapter. ~~The Company shall, at least twenty-one (21) days before the date of every annual general meeting, deliver by hand or by prepaid post the aforesaid financial reports and the reports of the board of directors to each holder of the overseas listed shares of the Company at the addresses specified in the register of members.~~

No.	Articles Before Revision	Articles After Revision
244	**Article 244** In addition to financial statements prepared in accordance with PRC accounting standards and regulations, the Company may also prepare its financial statements according to the international accounting standards or overseas accounting standards in the place where the shares of the Company are listed. Material differences between the financial statements prepared according to different accounting standards shall be explicitly explained in the notes to the financial statements. When distributing the after-tax profits for the fiscal year, the Company shall base its distribution on the lower of the after-tax profits in the aforesaid two financial statements.	**Article ~~244~~ 212** In addition to financial statements prepared in accordance with PRC accounting standards and regulations, the Company may also prepare its financial statements according to the international accounting standards or overseas accounting standards in the place where the shares of the Company are listed. Material differences between the financial statements prepared according to the two (2) different accounting standards shall be explicitly explained in the notes to the financial statements. When distributing the after-tax profits for the fiscal year, the Company shall base its distribution on the lower of the after-tax profits in the aforesaid two (2) financial statements.
245	**Article 246** The Company shall publish its financial reports twice in each fiscal year, i.e. the interim financial report within sixty (60) days after the end of the first six (6) months of a fiscal year and the annual financial report within one hundred and twenty (120) days after the end of a fiscal year.	**Article ~~246~~ 214** The Company shall publish its financial reports twice in each fiscal year, i.e. the interim financial report within sixty (60) days after the end of the first six (6) months of a fiscal year and the annual financial report within one hundred and twenty (120) days after the end of a fiscal year.

No.	Articles Before Revision	Articles After Revision
246	**Article 247** The Company's annual financial and accounting reports shall include the following financial statements and schedules: (I) Balance sheet; (II) Income statement; (III) Statement of changes in financial positions; (IV) Explanation of financial conditions; (V) Statement of profit appropriation. The above financial and accounting reports are prepared in accordance with laws, administrative regulations and the provision of departmental regulation.	~~**Article 247** The Company's annual financial and accounting reports shall include the following financial statements and schedules:~~ ~~(I) Balance sheet;~~ ~~(II) Income statement;~~ ~~(III) Statement of changes in financial positions;~~ ~~(IV) Explanation of financial conditions;~~ ~~(V) Statement of profit appropriation.~~ ~~The above financial and accounting reports are prepared in accordance with laws, administrative regulations and the provision of departmental regulation.~~
247	**Article 250** Upon its establishment, the Company is required to make a security deposit which amount to 20% of its registered capital into a bank designated by the NFRA. Such security deposit shall not be used for any purposes other than settling the debts of the Company during liquidation proceedings.	~~**Article 250** Upon its establishment, the Company is required to make a security deposit which amount to 20% of its registered capital into a bank designated by the NFRA. Such security deposit shall not be used for any purposes other than settling the debts of the Company during liquidation proceedings.~~ **Article 217** The Company is required to set aside, pay or apply various security deposits, premium reserves and insurance guarantee fund in accordance with the relevant laws, regulations and regulatory requirements of the PRC.

No.	Articles Before Revision	Articles After Revision
248	**Article 251** The Company shall, in the principle of safeguarding the interests of the insured and guaranteeing solvency, set aside various premium reserves. The Company shall comply with the regulatory requirements of the NFRA on premium reserves to provide, pay and apply various premium reserves.	~~**Article 251** The Company shall, in the principle of safeguarding the interests of the insured and guaranteeing solvency, set aside various premium reserves. The Company shall comply with the regulatory requirements of the NFRA on premium reserves to provide, pay and apply various premium reserves.~~
249	**Article 252** According to the Insurance Law and relevant regulatory requirements of the NFRA on insurance guarantee fund, the Company shall pay the insurance guarantee fund for the insurance business it operates. Those insurance business which is paid insurance guarantee fund would be covered by the insurance fund relief.	~~**Article 252** According to the Insurance Law and relevant regulatory requirements of the NFRA on the insurance guarantee fund, the Company shall pay the insurance guarantee fund for the insurance business it operates. Those insurance business which is paid insurance guarantee fund would be covered by the insurance fund relief.~~
250	**Article 253** The after-tax profits of the Company shall be distributed in the following order of priority: (I) cover the losses in prior years; (II) set aside 10% of them to its statutory reserve fund; (III) set aside to its discretionary reserve fund; (IV) pay dividends to shareholders.	**Article ~~253~~218** The after-tax profits of the Company shall be distributed in the following order of priority: (I) cover the losses in prior years; (II) set aside ten percent (10%) of them to its statutory reserve fund; (III) set aside to its general (risk) reserve fund; (IV) set aside to its discretionary reserve fund (if any); ~~(IV)~~ pay dividends to shareholders.

No.	Articles Before Revision	Articles After Revision
251	**Article 254** The Company should, during distribution of after-tax net profit of current year, set aside 10% of the profit and contribute to its statutory reserves fund. **Article 255** In addition to a statutory reserves fund set aside from its after-tax net profit, the company may also set aside funds for a discretional reserves fund from its after- tax net profit upon passing a resolution at a shareholders' general meeting. The remaining after-tax profits after making up losses and allocation of statutory reserve fund and discretional reserves fund shall be distributed in proportion to the number of shares held by the shareholders, unless otherwise stipulated in the Articles of Association. While formulating a prudent profit distribution plan, the Company needs to consider factors such as "profitability, business development planning, shareholder's return, regulatory requirements, social capital cost and external financial environment" etc.	**Article ~~254~~ 219** The Company should, during distribution of after-tax net profit of current year, set aside ten percent (10%) of the profit and contribute to its statutory reserves fund. Where the accumulated amount of the Company's statutory reserve fund is at least fifty percent (50%) of the Company's registered capital, the Company is no longer required to make such allocation. Where the Company's statutory reserve fund is insufficient to make up for the losses of prior years, the profits of the current year shall first be used to make up for such losses before the statutory reserve fund is set aside in accordance with the preceding paragraph. ~~**Article 255**~~ In addition to a statutory reserves fund set aside from its after-tax net profit, the company may also set aside funds for a discretional reserves fund from its after- tax net profit upon passing a resolution at a shareholders' ~~general~~ meeting.

No.	Articles Before Revision	Articles After Revision
	If it is resolved at the general meeting to distribute profit to shareholders before covering the losses and making allocation to statutory revenue reserve in violation to the provisions of the previous paragraph, the shareholders shall return such distributed profits to the Company.	The remaining after-tax profits of the Company after covering losses and setting aside the ~~statutory reserve fund and discretionary~~ reserve funds shall be distributed in proportion to the number of shares held by the shareholders~~, unless otherwise stipulated in the Articles of Association. While formulating a prudent profit distribution plan, the Company needs to consider factors such as "profitability, business development planning, shareholder's return, regulatory requirements, social capital cost and external financial environment" etc~~. If it is resolved at the ~~general~~ shareholders' meeting to distribute profits to shareholders before covering the losses and making allocation to the statutory reserve fund in violation of the Company Law or and the provisions of the preceding paragraph of the Articles of Association, the shareholders shall return such illegally distributed profits to the Company; and if any loss is caused to the Company, the shareholders and the responsible directors and members of senior management shall be liable for compensation. The shares of the Company held by the Company itself shall not participate in the distribution of profits.

No.	Articles Before Revision	Articles After Revision
252	**Article 256** The reserve fund of the Company shall be applied to make up losses of the company, expand its business operations or be converted to increase the registered capital of the Company. However, the capital reserve fund may not be applied to make good the company's losses. Upon the conversion of statutory reserve fund into capital, the balance of the statutory reserve fund shall not be less than 25% of the registered capital of the Company before such conversion.	**Article ~~256~~220** The reserve fund of the Company shall be applied to make up losses of the Company, expand its business operations or be converted to increase the registered capital of the Company. ~~However, the capital reserve fund may not be applied to make good the company's losses.~~ Where reserve funds are used to make up the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be used first; if the losses cannot be fully made up thereby, the capital reserve fund may be used in accordance with the relevant provisions. Upon the conversion of statutory reserve fund ~~into~~ to increase the registered capital, the balance of the statutory reserve fund shall not be less than twenty-five percent (25%) of the registered capital of the Company before such conversion.

No.	Articles Before Revision	Articles After Revision
253	**Article 258** Following a resolution approving the profit distribution plan at a shareholders' general meeting, the board of directors shall complete the distribution of the dividends (or shares) within two (2) months from the convening of such meeting. The Company may distribute dividends in cash or by shares. Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the shares to participate in respect thereof in a dividend subsequently declared. Where the Company is granted the power to seize any dividends not claimed by anybody, this power may not be exercised until at least six (6) years following the date that the dividends are announced.	**Article ~~258~~222** Following a resolution approving the profit distribution plan at a shareholders' ~~general~~ meeting, the board of directors shall complete the distribution of the dividends (or shares) within two (2) months from the convening of such meeting. Where these Articles of Association otherwise provide for any exception to the time limit for implementation of a resolution of the shareholders' meeting, such provisions shall prevail. The Company may distribute dividends in cash or by shares. Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the shares to participate in respect thereof in a dividend subsequently declared. ~~Where the Company is granted the power to seize any dividends not claimed by anybody, this power may not be exercised until at least six (6) years following the date that the dividends are announced.~~ Unclaimed dividends shall be held and dealt with by the Company in accordance with the applicable laws, regulations and regulatory requirements. For the avoidance of doubt, any dividend, interest, or other moneys payable in cash may also be paid by electronic transfer on such terms and conditions as determined by the board of directors.

No.	Articles Before Revision	Articles After Revision
254	**Article 259** The Company shall appoint receiving agents on behalf of the holders of overseas listed shares to receive on behalf of such shareholders dividends declared and all other monies owed by the Company in respect of their overseas listed shares. Such proceeds shall be managed by the receiving agents on such shareholders' behalf to be paid to them. The receiving agent appointed by the Company shall comply with the laws and relevant requirements of the stock exchange of the place where the shares of the Company are listed. The receiving agents appointed on behalf of holders of overseas listed shares which are listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong. Provided that the relevant laws and regulations in the PRC are observed, the Company may exercise the right to forfeit unclaimed dividends, but the said right shall be exercised only after the expiry of the applicable validity period of the announced dividends.	**Article ~~259~~223** The Company shall appoint receiving agents on behalf of the holders of ~~overseas listed shares~~ H Shares to receive on behalf of such shareholders dividends declared and all other monies owed by the Company in respect of their ~~overseas listed shares~~ H Shares. Such proceeds shall be managed by the receiving agents on such shareholders' behalf to be paid to them. The receiving agent appointed by the Company shall comply with the laws and relevant requirements of the stock exchange of the place where the shares of the Company are listed. ~~The receiving agents appointed on behalf of holders of overseas listed shares which are listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.~~ ~~Provided that the relevant laws and regulations in the PRC are observed, the Company may exercise the right to forfeit unclaimed dividends, but the said right shall be exercised only after the expiry of the applicable validity period of the announced dividends.~~

No.	Articles Before Revision	Articles After Revision
	The Company shall be entitled to deliver the dividend warrant directly or by mail via the receiving agent. If such dividend warrants have not been cashed for two consecutive times, the Company shall be entitled to terminate the delivery of dividend warrants by mail to relevant shareholders. However, if such dividend warrant failed to reach the recipient and thus was returned for the first time, the Company may also exercise the said right.	~~The Company shall be entitled to deliver the dividend warrant directly or by mail via the receiving agent. If such dividend warrants have not been cashed for two consecutive times, the Company shall be entitled to terminate the delivery of dividend warrants by mail to relevant shareholders. However, if such dividend warrant failed to reach the recipient and thus was returned for the first time, the Company may also exercise the said right.~~
	The Company shall have the right to sell the shares of holders of overseas listed shares not contactable by means regarded as appropriate by the board of directors, but the following conditions must be met:	~~The Company shall have the right to sell the shares of holders of overseas listed shares not contactable by means regarded as appropriate by the board of directors, but the following conditions must be met:~~
	(I) that dividends on such shares have been delivered at least 3 times within 12 years and no claim has been made during such period;	~~(I) that dividends on such shares have been delivered at least 3 times within 12 years and no claim has been made during such period;~~
	(II) that the Company publishes an announcement on one or more newspapers of the place where shares of the Company are listed after the expiry of the 12-year period, stating its intention to sell such shares, and informs the stock exchange of the place where such shares are listed.	~~(II) that the Company publishes an announcement on one or more newspapers of the place where shares of the Company are listed after the expiry of the 12-year period, stating its intention to sell such shares, and informs the stock exchange of the place where such shares are listed.~~

No.	Articles Before Revision	Articles After Revision
255	**Article 261** The financial director shall perform the following duties: (I) To be responsible for accounting calculation and the preparation of financial reports, the establishment and maintenance of the internal control system in relation to financial reporting, and to be responsible for the accuracy of the financial and accounting information; (II) To be responsible for financial management, including budget management, cost control, capital adjustments, profits allocation and evaluation of operational performance; (III) To be responsible for or participate in risk management and solvency management; (IV) To participate in significant operation and management activities, such as strategic planning; (V) To review and execute relevant data and reports to be disclosed externally in accordance with the laws, administrative regulations and relevant regulatory requirements; (VI) Any other duties which are required to be performed according to the requirements of the NFRA and other laws.	**Article ~~261~~225** The financial director shall perform the following duties: (I) To be responsible for accounting calculation and the preparation of financial reports, the establishment and maintenance of the internal control system in relation to financial reporting, and to be responsible for the accuracy of the financial and accounting information; (II) To be responsible for financial management, including budget management, cost control, capital adjustments, profits allocation and evaluation of operational performance; (III) To be responsible for or participate in risk management and solvency management; (IV) To participate in significant operation and management activities, such as strategic planning; (V) To review and execute relevant data and reports to be disclosed externally in accordance with the laws, administrative regulations and relevant regulatory requirements; (VI) Any other duties which are required to be performed according to the requirements of the ~~NFRA~~ Insurance Regulatory Authority and other laws.

No.	Articles Before Revision	Articles After Revision
256	**Article 262** The board of directors of the Company shall listen to the report given by the financial director at least once every six months with respect to matters such as the financial conditions of the Company, its operating results and issues to which attention should be given. The board of directors of the Company shall conduct constant evaluation and regular assessment on the performance of the financial director.	**Article ~~262~~ 226** The board of directors of the Company shall listen to the report given by the financial director at least once every six months with respect to matters such as the financial conditions of the Company, its operating results and issues to which attention should be given. The board of directors of the Company shall conduct constant evaluation and regular assessment on the performance of the financial director.
257	**Article 263** The Company shall conduct internal audit system and assign full-time auditors to conduct internal audit and supervision on the revenues and expenditures and economic activities of the Company.	**Article ~~263~~ 227** The Company shall conduct internal audit system and specify the leadership structure, duties and powers, staffing, funding support, application of audit results and accountability for internal audit work ~~and assign full-time auditors to conduct internal audit and supervision on the revenues and expenditures and economic activities of the Company~~.

No.	Articles Before Revision	Articles After Revision
258	**Article 264** The audit director shall be nominated by the chairman of the board of directors or the audit and consumer rights protection committee and appointed by the board of directors. The audit director reports to the board of directors; briefs its work to the audit and consumer rights protection committee of the board of directors; and is responsible for communicating with management and circulating audit results.	**Article ~~264~~228** The audit director shall be nominated by the chairman of the board of directors or the audit ~~and consumer rights protection~~ committee and appointed by the board of directors. The audit director reports to the board of directors~~; briefs its work to the audit and consumer rights protection committee of the board of directors;~~. The internal audit department shall, in the course of supervising and inspecting the Company's business activities, risk management, internal control and financial information, accept the supervision and guidance of the audit committee, and upon discovering any relevant major problem or clue, shall immediately report its work to the audit committee,** and is responsible for communicating with management and circulating audit results.

No.	Articles Before Revision	Articles After Revision
259	**Article 265** The principal duties and responsibilities of the audit director include: (I) Organizing the activities of the Company's internal audit system; (II) Organizing the formulation and facilitating the implementation of the Company's internal audit policies, annual audit plans and audit budgets; (III) Organizing the implementation of auditing projects to ensure the quality of internal auditing activities; (IV) Reporting significant issues and risks to the audit and consumer rights protection committee under the board of directors and the general manager of the Company, and proposing measures for improvement in a timely manner; (V) Coordinating the relationship between the internal audit department and other departments of the Company.	**Article ~~265~~229** The principal duties and responsibilities of the audit director include: (I) Organizing the activities of the Company's internal audit system; (II) Organizing the formulation and facilitating the implementation of the Company's internal audit policies, annual audit plans and audit budgets; (III) Organizing the implementation of auditing projects to ensure the quality of internal auditing activities; (IV) Reporting significant issues and risks to the audit ~~and consumer rights protection~~ committee under the board of directors and the general manager of the Company, and proposing measures for improvement in a timely manner; (V) Coordinating the relationship between the internal audit department and other departments of the Company.

No.	Articles Before Revision	Articles After Revision
260	—	**Article 230** The internal audit department shall be responsible for the specific organization and implementation of the Company's internal control evaluation. The Company shall issue an annual internal control evaluation report based on the evaluation report issued by the internal audit body and considered by the audit committee, together with the relevant materials.
261	—	**Article 231** When the Audit Committee communicates with external audit organizations such as accounting firms and state audit institutions, internal audit body should cooperate actively and render necessary support and assistance.

No.	Articles Before Revision	Articles After Revision
262	**Article 266** The Company shall set up a compliance management department independent from the operation and financial departments to formulate and implement compliance policies, conduct compliance supervision and training, and to undertake compliance examinations on important businesses such as product development, market sales, external investments and to identify, appraise and monitor the compliance risk of the Company's management system, operational procedures and business actions, and to submit the compliance reports.	~~**Article 266** The Company shall set up a compliance management department independent from the operation and financial departments to formulate and implement compliance policies, conduct compliance supervision and training, and to undertake compliance examinations on important businesses such as product development, market sales, external investments and to identify, appraise and monitor the compliance risk of the Company's management system, operational procedures and business actions, and to submit the compliance reports.~~ **Article 232** The Company shall set up a compliance management department, which shall not undertake any other duties that conflict with compliance management, to carry out compliance management activities including establishing compliance systems, improving operating mechanisms, fostering a compliance culture, and strengthening supervision and accountability, to undertake compliance examinations on material matters such as the Company's development strategies, important internal regulations, important new products and new business proposals, and major decisions, and to identify, appraise and detect the compliance risk of the Company's management and operational conduct and employees' performance of duties, and submit reports.

No.	Articles Before Revision	Articles After Revision
263	**Article 267** The compliance officer shall be nominated by the general manager and appointed by the board of directors. The compliance officer reports to the board of directors and the general manager and shall not charge concurrently the business department and finance department of the Company.	**Article ~~267~~ 233** The chief compliance officer shall be nominated by the general manager and appointed by the board of directors, be under the direct leadership of the chairman of the board of directors and the General Manager, and shall be accountable to the board of directors, and shall not charge concurrently the front office, finance, treasury, internal audit and other departments of the Company whose functions may conflict with compliance management, except where the general manager of the Company concurrently serves as the chief compliance officer~~. The compliance officer reports to the board of directors and the general manager and shall not charge concurrently the business department and finance department of the Company~~.
264	—	**Article 234** The chief compliance officer shall obtain the qualification approval from the National Financial Regulatory Administration or its local offices, unless otherwise provided by laws and regulations.

No.	Articles Before Revision	Articles After Revision
265	**Article 268** The principal duties and responsibilities of the compliance officer include: (I) Formulating and amending compliance policies of the Company and reporting to the general manager for review; (II) Conveying compliance policies approved by the board of directors to employees and marketing staff of the Company, and organizing the implementation of such compliance policies; (III) Under the leadership of the board of directors and the general manager, formulating annual compliance and risk management plan, handling the overall responsibilities relating to compliance management of the Company and overseeing compliance department or compliance positions;	~~**Article 268** The principal duties and responsibilities of the compliance officer include:~~ ~~(I) Formulating and amending compliance policies of the Company and reporting to the general manager for review;~~ ~~(II) Conveying compliance policies approved by the board of directors to employees and marketing staff of the Company, and organizing the implementation of such compliance policies;~~ ~~(III) Under the leadership of the board of directors and the general manager, formulating annual compliance and risk management plan, handling the overall responsibilities relating to compliance management of the Company and overseeing compliance department or compliance positions;~~

No.	Articles Before Revision	Articles After Revision
	(IV) Periodically making recommendations regarding measures for improving our compliance to the general manager and the audit and consumer rights protection committee of the board of directors, and timely reporting material non-compliant activities of the Company and the senior management to the general manager and the audit and consumer rights protection committee of the board of directors; (V) Reviewing and authorizing by signature various compliance documents, such as compliance reports, prepared by the compliance management departments; (VI) Other compliance duties stipulated herein or determined by the board of directors.	~~(IV) Periodically making recommendations regarding measures for improving our compliance to the general manager and the audit and consumer rights protection committee of the board of directors, and timely reporting material non-compliant activities of the Company and the senior management to the general manager and the audit and consumer rights protection committee of the board of directors;~~ ~~(V) Reviewing and authorizing by signature various compliance documents, such as compliance reports, prepared by the compliance management departments;~~ ~~(VI) Other compliance duties stipulated herein or determined by the board of directors.~~

No.	Articles Before Revision	Articles After Revision
		Article 235 The chief compliance officer shall assume dedicated leadership responsibility for compliance management of the Company and its employees, and shall perform the following compliance management duties: (I) Assuming the responsibilities relating to compliance management of the Company, organizing and promoting the construction of the compliance management system, and overseeing the duty performance of the compliance department and compliance positions, organizing and promoting the strict and effective implementation of compliance rules within the Company;

No.	Articles Before Revision	Articles After Revision
		(II) Organizing and promoting the system construction of compliance management, compliance reviews, compliance inspections and assessment, handling of major compliance incidents, compliance assessment, problem rectification, team building, etc., and to ensure that the compliance management work is carried out in an orderly manner; (III) Making regular reports to regulatory authorities as required; (IV) Other compliance duties as stipulated by laws, administrative regulations, departmental regulation, normative documents or these Articles of Association or determined by the board of directors.

No.	Articles Before Revision	Articles After Revision
266	**Article 271** The accounting firm appointed by the Company shall hold office for a period commencing from the conclusion of this annual shareholders' general meeting until the conclusion of the next annual shareholders' general meeting. The appointment may be renewed.	**Article ~~271~~238** The accounting firm appointed by the Company shall hold office for a period commencing from the conclusion of this annual shareholders' ~~general~~ meeting until the conclusion of the next annual shareholders' ~~general~~ meeting. The appointment may be renewed.
267	**Article 272** The engagement of the Company's accounting firm shall be determined at the annual shareholders' general meeting of each year. **Article 276** The remuneration of the accounting firm or the method of determining the remuneration shall be decided through ordinary resolution by the shareholders' general meeting.	**Article ~~272~~ 239** The engagement or dismissal of the Company's accounting firm shall be determined at the ~~annual~~ shareholders' ~~general~~ meeting ~~of each year~~ and the board of director shall not appoint an accounting firm without the decision of the shareholders' meeting being made. ~~**Article 276**~~ The audit fees ~~remuneration~~ of the accounting firm ~~or the method of determining the remuneration~~ shall be decided through ordinary resolution by the shareholders' ~~general~~ meeting.

No.	Articles Before Revision	Articles After Revision
268	**Article 273** The accounting firm engaged by the Company shall enjoy the following rights: (I) To have the access to the financial statements, the account book, records or vouchers of the Company at any time, and have the right to require the directors and senior management of the Company to provide relevant materials and statements; (II) To require the Company to take every reasonable measure to obtain the materials and statements of the subsidiaries necessary for the accounting firm to perform its duties; (III) To attend the shareholders' general meeting, obtain the notices of shareholders' general meeting that any shareholder is entitled to or other information related to the meeting, and to address the shareholders' general meeting in relation to matters concerning its roles as the Company's appointed accounting firm.	**Article ~~273~~ 240** The accounting firm engaged by the Company shall enjoy the following rights: (I) To have the access to the financial statements, the account book, records or vouchers of the Company at any time, and have the right to require the directors and senior management of the Company to provide relevant materials and statements; (II) To require the Company to take every reasonable measure to obtain the materials and statements of the subsidiaries necessary for the accounting firm to perform its duties; (III) To attend the shareholders' ~~general~~ meeting, obtain the notices of shareholders' ~~general~~ meeting that any shareholder is entitled to or other information related to the meeting, and to address the shareholders' ~~general~~ meeting in relation to matters concerning its roles as the Company's appointed accounting firm.

No.	Articles Before Revision	Articles After Revision
269	**Article 274** If there is a vacancy of the office of the accounting firm that provide regular statutory audit on financial reports of the Company, the shareholders' general meeting may fill up the vacancy by appointing an accounting firm. But during the period when the vacancy subsists, if the Company has other accounting firm in office, such firm can continue to carry out the relevant duty.	**Article ~~274~~ 241** If there is a vacancy of the office of the accounting firm that provide regular statutory audit on financial reports of the Company, the shareholders' ~~general~~ meeting may fill up the vacancy by appointing an accounting firm. But during the period when the vacancy subsists, if the Company has other accounting firm in office, such firm can continue to carry out the relevant duty.
270	**Article 275** The shareholders' general meeting may dismiss any accounting firm through an ordinary resolution before the term of such accounting firm expires, regardless of the contract made by the Company with such accounting firm. If the relevant accounting firm enjoys the right to claim compensation from the Company because of the disengagement, the relevant rights shall not be influenced by this provision.	**Article ~~275~~243** The shareholders' ~~general~~ meeting may dismiss any accounting firm through an ordinary resolution before the term of such accounting firm expires, regardless of the contract made by the Company with such accounting firm. If the relevant accounting firm enjoys the right to claim compensation from the Company because of the disengagement, the relevant rights shall not be influenced by this provision.

No.	Articles Before Revision	Articles After Revision
271	**Article 277** The appointment, removal and non-reappointment of an accounting firm shall be resolved through ordinary resolution by the shareholders' general meeting, and shall be filed with the securities regulatory authority of the State Council. When necessary, the reason for the change shall be stated. Where it is intended to pass a resolution at a shareholders' general meeting to appoint an accounting firm which is not holding a current position to fill any vacancy of the position of the accounting firm, or to renew the engagement of an accounting firm to fill up the vacancy, or to dismiss an accounting firm before the expiry of its term of appointment, such matters shall be handled pursuant to the following provisions: (I) Before dispatch of the shareholders' general meeting notice, the proposal on the appointment or dismissal shall be delivered to the accounting firm to be appointed or to leave its office or that has already left its office in the relevant fiscal year. Leaving office shall include the dismissal, resignation and retirement of an accounting firm.	~~**Article 277** The appointment, removal and non-reappointment of an accounting firm shall be resolved through ordinary resolution by the shareholders' general meeting, and shall be filed with the securities regulatory authority of the State Council. When necessary, the reason for the change shall be stated.~~ ~~Where it is intended to pass a resolution at a shareholders' general meeting to appoint an accounting firm which is not holding a current position to fill any vacancy of the position of the accounting firm, or to renew the engagement of an accounting firm to fill up the vacancy, or to dismiss an accounting firm before the expiry of its term of appointment, such matters shall be handled pursuant to the following provisions:~~ ~~(I) Before dispatch of the shareholders' general meeting notice, the proposal on the appointment or dismissal shall be delivered to the accounting firm to be appointed or to leave its office or that has already left its office in the relevant fiscal year.~~ ~~Leaving office shall include the dismissal, resignation and retirement of an accounting firm.~~

No.	Articles Before Revision	Articles After Revision
	(II) If the accounting firm to leave its office makes any statement in writing and requires shareholders to be informed of the statement by the Company, unless being too late for the receipt of such statement, the Company shall take the following measures: 1. Indicating on the notice to the resolution that the leaving accounting firm has made such a statement; 2. Sending copies of the statement as an annex to the notice to shareholders in such manner set forth in the Articles of Association. (III) If the Company fails to deliver such statement made by the relevant accounting firm in accordance with the provisions in item (II) above, the accounting firm concerned may require the statement to be read out at the shareholders' general meeting and make further complaints.	~~(II) If the accounting firm to leave its office makes any statement in writing and requires shareholders to be informed of the statement by the Company, unless being too late for the receipt of such statement, the Company shall take the following measures:~~ ~~1. Indicating on the notice to the resolution that the leaving accounting firm has made such a statement;~~ ~~2. Sending copies of the statement as an annex to the notice to shareholders in such manner set forth in the Articles of Association.~~ ~~(III) If the Company fails to deliver such statement made by the relevant accounting firm in accordance with the provisions in item (II) above, the accounting firm concerned may require the statement to be read out at the shareholders' general meeting and make further complaints.~~

No.	Articles Before Revision	Articles After Revision
	(IV) The accounting firm to leave office is entitled to attend the following meetings: 1. the shareholders' general meeting at which its term of office shall expire; 2. the shareholders' general meeting at which the corresponding vacancy caused by its dismissal shall be filled; 3. the shareholders' general meeting convened as a result of its voluntary resignation. The accounting firm to leave office is entitled to receive all notices or other information related to the foregoing meetings, and to be heard at the foregoing meetings regarding such matters which concern it as the former accounting firm of the Company.	~~(IV) The accounting firm to leave office is entitled to attend the following meetings:~~ ~~1. the shareholders' general meeting at which its term of office shall expire;~~ ~~2. the shareholders' general meeting at which the corresponding vacancy caused by its dismissal shall be filled;~~ ~~3. the shareholders' general meeting convened as a result of its voluntary resignation.~~ ~~The accounting firm to leave office is entitled to receive all notices or other information related to the foregoing meetings, and to be heard at the foregoing meetings regarding such matters which concern it as the former accounting firm of the Company.~~

No.	Articles Before Revision	Articles After Revision
272	**Article 278** Thirty (30) days' prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns, it shall make clear to the shareholders' general meeting whether there has been any impropriety existing in the Company. An accounting firm may resign by depositing a written resignation notice at the legal address of the Company. The resignation notice shall become effective on the date of such deposit or on such later date stipulated in such notice. Such notice shall contain the following statements: (I) a statement to the effect that there are no circumstances in connection with its resignation which should be brought to the attention of the shareholders or creditors of the Company; or (II) a statement of any such circumstances which should be brought to attention.	**Article ~~278~~242** Thirty (30) days' prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' ~~general~~ meeting. Where the accounting firm resigns, it shall make clear to the shareholders' ~~general~~ meeting whether there has been any impropriety existing in the Company. ~~An accounting firm may resign by depositing a written resignation notice at the legal address of the Company. The resignation notice shall become effective on the date of such deposit or on such later date stipulated in such notice. Such notice shall contain the following statements:~~ ~~(I) a statement to the effect that there are no circumstances in connection with its resignation which should be brought to the attention of the shareholders or creditors of the Company; or~~ ~~(II) a statement of any such circumstances which should be brought to attention.~~

No.	Articles Before Revision	Articles After Revision
	The Company shall send a copy of the written notice mentioned above to relevant competent authorities within fourteen (14) days after receipt of the said notice. If the notice contains the statement mentioned in item (II) above, The Company shall keep a copy of the said statement in the Company for inspection by the shareholders. Save as otherwise provided in the Articles of Association, the Company shall also send the aforesaid copy by pre-paid mail to every holder of overseas listed shares at the address as shown in the shareholders' register; or the Company shall, during the above-mentioned period, publish such copy through the website of the stock exchange of the place where the shares of the Company are listed, or publish such copy in one or more newspapers specified by the stock exchange website and by the Articles of Association. Where the accounting firm's notice of resignation contains a statement of any such circumstances which should be brought to attention, such accounting firm may require the board of directors to convene an extraordinary general meeting for the explanation of the circumstances regarding to its resignation.	~~The Company shall send a copy of the written notice mentioned above to relevant competent authorities within fourteen (14) days after receipt of the said notice. If the notice contains the statement mentioned in item (II) above, The Company shall keep a copy of the said statement in the Company for inspection by the shareholders. Save as otherwise provided in the Articles of Association, the Company shall also send the aforesaid copy by pre-paid mail to every holder of overseas listed shares at the address as shown in the shareholders' register; or the Company shall, during the above-mentioned period, publish such copy through the website of the stock exchange of the place where the shares of the Company are listed, or publish such copy in one or more newspapers specified by the stock exchange website and by the Articles of Association.~~ ~~Where the accounting firm's notice of resignation contains a statement of any such circumstances which should be brought to attention, such accounting firm may require the board of directors to convene an extraordinary general meeting for the explanation of the circumstances regarding to its resignation.~~

No.	Articles Before Revision	Articles After Revision
273	**Article 282** Related transactions of the Company shall observe the following basic principles: (I) Comply with the principles of honesty and credibility; (II) Standardize the principles for related transaction. For the review and approval of unavoidable related transactions, the principles of transparency, equality and fairness shall be followed; (III) The shareholders' general meeting, the board of directors and the board of supervisors shall manage related transactions in accordance with their functions and powers. When casting votes on related transactions, related shareholders and directors shall carry out the system of the Company on abstaining from voting; (IV) Related transactions shall comply with commercial principles and normal business terms. The pricing of related transactions shall comply with the market pricing principles.	**Article ~~282~~247** Related transactions of the Company shall observe the following basic principles: (I) Comply with the principles of honesty and credibility; (II) Standardize the principles for related transaction. For the review and approval of unavoidable related transactions, the principles of transparency, equality and fairness shall be followed; (III) The shareholders' ~~general~~ meeting, the board of directors and ~~the board of supervisors~~the risk management and related transaction control committee shall perform their respective duties of reviewing, examining and managing related transactions in accordance with their respective functions and powers and the audit committee shall perform the relevant oversight duties in accordance with the law ~~manage related transactions in accordance with their functions and powers~~. When casting votes on related transactions, related shareholders and directors shall carry out the system of the Company on abstaining from voting; (IV) Related transactions shall comply with commercial principles and normal business terms. The pricing of related transactions shall comply with the market pricing principles.

No.	Articles Before Revision	Articles After Revision
274	**Chapter 14** Notice and Delivery Section 1 Notice Section 2 Delivery	**Chapter ~~14~~13** Notice, Announcement and Electronic Service ~~and Delivery~~ ~~Section 1 Notice~~ ~~Section 2 Delivery~~ Section 1 Notice and Announcement
275	**Article 288** The Company has designated the national media with great influence recognized by the securities regulatory authorities of the place where the Company's shares are listed as the media for the publication of the Company's announcements and information disclosure.	**Article ~~288~~254** Where a notice issued by the Company is given by way of announcement, such notice shall be deemed to have been received by all relevant persons once the announcement is made. The Company has designated the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's website, as well as the national media with great influence recognized by the securities regulatory authorities of the place where the Company's shares are listed as the media for the publication of the Company's announcements and information disclosure.

No.	Articles Before Revision	Articles After Revision
276	**Article 289** Notices of the Company may be given in the following ways: (I) by hand; (II) by email; (III) by fax; (IV) subject to the laws, regulations, regulatory documents and relevant rules of the securities regulatory authorities of the place where the Company's shares are listed, by posting on the website designated by the Company and the foregoing regulatory authority; (V) by way of an announcement made on newspapers or other designated media; (VI) such ways as the Company and the notified party agreed in advance or any other way which is recognized by the notified party upon receipt of the notice; (VII) other ways which are recognized by the securities regulatory authorities of the place where the Company's shares are listed or stipulated in the Articles of Association.	**Article ~~289~~253** Notices of the Company may be given in the following ways: (I) by hand; (II) by email; (III) by fax; (IV) subject to the laws, regulations, regulatory documents and relevant rules of the securities regulatory authorities of the place where the Company's shares are listed, by ~~posting~~issuing announcement on the company website, the website, newspapers designated by ~~the Company and~~ the foregoing regulatory authority, the National Enterprise Credit Information Publicity System or other media; (V) ~~by way of an announcement made on newspapers or other designated media;~~ ~~(VI)~~ such ways as the Company and the notified party agreed in advance or any other way which is recognized by the notified party upon receipt of the notice; (~~VII~~VI) other ways which are recognized by the securities regulatory authorities of the place where the Company's shares are listed are listed or stipulated in the Articles of Association.

No.	Articles Before Revision	Articles After Revision
	Notwithstanding otherwise provisions in the Articles of Association on the forms in which any document, notice or other communication is to be released or given, subject to relevant rules of the securities regulatory authorities of the place where the Company's shares are listed, the Company may elect to release corporate communications in the way stipulated in item (4) of clause 1 of this Article as a substitute for a written document delivered by hand or by prepaid mail to every shareholder of overseas listed shares. The foregoing corporate communication refers to any document sent or to be sent by the Company for its shareholders' reference or actions, including but not limited to annual report (including annual financial report), interim report (including interim financial report), report of the board of directors (including balance sheet and income statement), notice of the shareholders' general meeting, circular and other communication documents.	Notwithstanding otherwise provisions in the Articles of Association on the forms in which any document, notice or other communication is to be released or given, subject to relevant rules of the securities regulatory authorities of the place where the Company's shares are listed, the Company may elect to release corporate communications in the way stipulated in item (4) of clause 1 of this Article as a substitute for a written document delivered by hand or by prepaid mail to every shareholder of ~~overseas listed shares~~H Shares. The foregoing corporate communication refers to any document sent or to be sent by the Company for its shareholders' reference or actions, including but not limited to annual report (including annual financial report), interim report (including interim financial report), report of the board of directors (including balance sheet and income statement), notice of the shareholders' ~~general~~ meeting, circular and other communication documents.

No.	Articles Before Revision	Articles After Revision
	Unless otherwise stated, the "announcement" referred to in the Articles of Association shall mean, as to the announcements published to the shareholder who hold non-listed shares or the announcements required to be published in the PRC according to the relevant requirements and the Articles of Association, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations in China or designated by the securities authority of the State Council; the notice delivered to the shareholders of overseas-listed shares, if delivered by public notice, the Company shall submit an electronic version which may be published immediately to Hong Kong Stock Exchange through the electronic upload system of Hong Kong Stock Exchange, on the same day in accordance with the local listing rules, to publish it on the website of Hong Kong Stock Exchange, or to publish it on the newspaper (including publishing advertisement in the newspaper) according to the requirements of local listing rules. The announcement shall be published on the Company's website at the same time. In addition, unless otherwise provided in the Articles of Association, the Company shall deliver the notice to each of the shareholders of overseas-listed shares in person or by prepaid mails according to their registered address, to facilitate that the shareholders are fully informed and have sufficient time to exercise their rights or act in accordance with the notice.	~~Unless otherwise stated, the "announcement" referred to in the Articles of Association shall mean, as to the announcements published to the shareholder who hold non-listed shares or the announcements required to be published in the PRC according to the relevant requirements and the Articles of Association, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations in China or designated by the securities authority of the State Council; the notice delivered to the shareholders of overseas-listed shares, if delivered by public notice, the Company shall submit an electronic version which may be published immediately to Hong Kong Stock Exchange through the electronic upload system of Hong Kong Stock Exchange, on the same day in accordance with the local listing rules, to publish it on the website of Hong Kong Stock Exchange, or to publish it on the newspaper (including publishing advertisement in the newspaper) according to the requirements of local listing rules. The announcement shall be published on the Company's website at the same time. In addition, unless otherwise provided in the Articles of Association, the Company shall deliver the notice to each of the shareholders of overseas-listed shares in person or by prepaid mails according to their registered address, to facilitate that the shareholders are fully informed and have sufficient time to exercise their rights or act in accordance with the notice.~~

No.	Articles Before Revision	Articles After Revision
	The shareholders of Overseas Listed Shares of the Company may choose in writing to receive the information that the Company is required to send to shareholders in electronic way or by post, in Chinese version or English version or both. The shareholders may also notify the Company in writing at a reasonable time in advance to change the way to receive the above-mentioned information and in which language is in accordance with the applicable procedures. In order to prove that notices, documents, information, or written statements have been delivered to the Company, shareholders or directors shall provide proof of such notices, documents, information, or written statements have been delivered through usual methods or prepaid mail within the specified timeframe and to the correct address.	The Company shall ensure that the publication of announcements complies with the requirements of applicable laws, regulations and regulatory provisions regarding the channels, content and timing of such announcements; where separate notice or delivery to specific persons is required by law, such notice or delivery shall not be replaced solely by way of announcement. ~~The shareholders of Overseas Listed Shares of the Company may choose in writing to receive the information that the Company is required to send to shareholders in electronic way or by post, in Chinese version or English version or both. The shareholders may also notify the Company in writing at a reasonable time in advance to change the way to receive the above-mentioned information and in which language is in accordance with the applicable procedures.~~ Where the securities regulatory rules of the place where the Company's shares are listed require the Company to send, publish or otherwise provide corporate communications in both Chinese and English versions, the Company may, subject to applicable laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, send only the Chinese version, only the English version or both the Chinese and English versions to the relevant shareholders in accordance with the preferences expressed by such shareholders.

No.	Articles Before Revision	Articles After Revision
	Notwithstanding the preceding article specifies that the Company shall provide with and/or deliver the Company communications in writing to the shareholders, as regard to the way to provide with and/or deliver the Company communications to shareholders in accordance with the listing rules of the applicable stock exchange, if the Company has obtained the shareholders' written or implied consent in advance in accordance with relevant laws and regulations and the listing rules of the applicable stock exchange as amended from time to time, the Company may deliver or provide with the Company communications for the shareholders of the Company by electronic way or by way of announcement on the Company's website.	In order to prove that notices, documents, information, or written statements have been delivered to the Company, shareholders or directors shall provide proof of such notices, documents, information, or written statements have been delivered through usual methods or prepaid mail within the specified timeframe and to the correct address. ~~Notwithstanding the preceding article specifies that the Company shall provide with and/or deliver the Company communications in writing to the shareholders, as regard to the way to provide with and/or deliver the Company communications to shareholders in accordance with the listing rules of the applicable stock exchange, if the Company has obtained the shareholders' written or implied consent in advance in accordance with relevant laws and regulations and the listing rules of the applicable stock exchange as amended from time to time, the Company may deliver or provide with the Company communications for the shareholders of the Company by electronic way or by way of announcement on the Company's website.~~

No.	Articles Before Revision	Articles After Revision
277	**Article 291** Where a notice is delivered by hand, post, fax or announcement, it shall be deemed delivered officially at the following times: (I) Where a notice is delivered by hand, the date on which the addressee shall sign (or seal) on reply slip; (II) Where a notice is delivered by registered or express mail, 10:00 am of the second working day from the date of payment of the mail; (III) Where a notice is delivered by fax, the date on which the fax machine of the deliverer produces the fax report; (IV) Where a notice is delivered by announcement, the date on which the first announcement is published. Unless that a notice is received earlier than the above times and where the delivery or sending (if it is delivered by hand or sent by fax) takes place after the 6:00 pm of the business days or at the non-business days, it shall be deemed to be delivered at 9:00 am of the next working day. All the time referred in this Article refers to the local time of the country and region where the addressee resides;	**Article ~~291~~ 255** Where a notice is delivered by hand, post, fax or announcement, it shall be deemed delivered officially at the following times: (I) Where a notice is delivered by hand, the date on which the addressee shall sign (or seal) on reply slip; (II) Where a notice is delivered by registered or express mail, 10:00 am of the second (2nd) business ~~working~~ day from the date of payment of the mail; (III) Where a notice is delivered by fax, the date on which the fax machine of the deliverer produces the fax report; (IV) Where a notice is delivered by announcement, the date on which the first (1st) announcement is published. Unless that a notice is received earlier than the above times and where the delivery or sending (if it is delivered by hand or sent by fax) takes place after the 6:00 pm of the business days or at the non-business days, it shall be deemed to be delivered at 9:00 am of the next working ~~business~~ day. All the time referred in this Article refers to the local time of the country and region where the addressee resides;

No.	Articles Before Revision	Articles After Revision
278	—	Section 2 Electronic Instructions and Corporate Action Payments **Article 256** To the extent permitted by applicable laws and regulations, and except as otherwise provided in the Hong Kong Listing Rules, the Company may, through recognized communications satisfying the requirements of the Uncertificated Securities Market Rules or other electronic means permitted by applicable laws, regulations, and regulatory requirements: (1) accept instructions transmitted by electronic means from shareholders and existing securities holders (including but not limited to dividend election instructions, payment election instructions, responses to corporate communications and actionable corporate communications (as defined in the Hong Kong Listing Rules), and instructions relating to securities holders' meetings, such as intention to attend, appointment of proxies, revocation of proxies, voting instructions and responses to corporate communications), in such manner and subject to such reasonable authentication measures as the Board may determine from time to time;

No.	Articles Before Revision	Articles After Revision
		(2) when making an offer to shareholders and existing securities holders to subscribe for new securities, accept payments from shareholders and existing securities holders by any electronic means (including through any payment system operated by Hong Kong Interbank Clearing Limited in Hong Kong for settling interbank payments on a real-time gross settlement basis, or by such other means as the Board may consider appropriate); and (3) pay any proceeds from corporate actions by any electronic means (including through any payment system operated by Hong Kong Interbank Clearing Limited in Hong Kong for settling interbank payments on a real-time gross settlement basis, or by such other means as the Board may consider appropriate) (including proceeds paid by the Company to shareholders and existing securities holders in respect of its corporate actions, such as payments of dividends and other entitlements, refunds of applications and/or (where applicable) additional applications in respect of rights issues, public offering and offers made on a preferential basis to specific groups of holders; and payments in connection with takeovers and privatisations).

No.	Articles Before Revision	Articles After Revision
279	**Article 292** If a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or the notice has not been received not due to such person and if such person participates in the meeting by phone or then votes in writing, the meeting and any resolutions made therein shall not become void thereby, except that the voting opinion of the shareholder who doesn't attend the meeting has substantial effect on the voting results.	~~**Article 292** If a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or the notice has not been received not due to such person and if such person participates in the meeting by phone or then votes in writing, the meeting and any resolutions made therein shall not become void thereby, except that the voting opinion of the shareholder who doesn't attend the meeting has substantial effect on the voting results.~~
280	**Article 293** The merger or division of the Company shall be proposed by the Board of the Company, and upon approval in accordance with the procedures provided in the Articles of Association, it shall seek approval from the NFRA and go through relevant examination and approval formalities according to the laws. A shareholder objecting to merger or division of the Company may require the Company or the shareholders who are in favor of such merger or division to acquire his/her shares at a fair price. A special document about the content of the resolution on merger or division of the Company shall be made for inspection by the shareholders. The aforesaid documents shall also be sent by mail to shareholders of overseas-listed shares of the Company.	**Article ~~293~~257** The merger or division of the Company shall be proposed by the Board of the Company, and upon approval in accordance with the procedures provided in the Articles of Association, it shall seek approval from the ~~NFRA~~ Insurance Regulatory Authority and go through relevant examination and approval formalities according to the laws. A shareholder objecting to merger or division of the Company may require the Company or the shareholders who are in favor of such merger or division to acquire his/her shares at a fair price. A special document about the content of the resolution on merger or division of the Company shall be made for inspection by the shareholders. The aforesaid documents shall also be sent by mail to shareholders of ~~overseas-listed shares~~ H Shares of the Company.

No.	Articles Before Revision	Articles After Revision
281	**Article 294** Merger of the Company may take the form of absorption or establishment of a new company. Absorption means that a company absorbs another company and the absorbed company will be dissolved. Where two or more companies merge into a new company, the original companies will be dissolved.	**Article ~~294~~ 258** Merger of the Company may take the form of absorption or establishment of a new company. Absorption means that one (1)~~a~~ company absorbs another company and the absorbed company will be dissolved. Where two (2) or more companies merge into one (1)~~a~~ new company, the original companies will be dissolved.
282	—	**Article 259** If the price paid by the Company for the merger does not exceed 10% of the Company's net assets, it may be decided without a resolution of the shareholders' meeting, unless otherwise stipulated by the Articles of Association and the listing rules in the place where the Company's shares are listed. The Company's merger without a resolution of the shareholder's meeting pursuant to the preceding paragraph shall be subject to the resolutions of the board of directors.

No.	Articles Before Revision	Articles After Revision
283	**Article 295** In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's merger resolution and shall issue announcements for at least three (3) times in newspapers as designated by the China Banking and Insurance Regulatory Commission within thirty (30) days from the date of the Company's merger resolution. A creditor has the rights, within thirty (30) days of receiving such notice from the Company or, for creditors who do not receive the notice, within forty-five (45) days from the date of the public notice, to demand the Company to settle its debts or provide a guarantee for such debt.	**Article ~~295~~260** In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's merger resolution and shall issue announcements ~~for at least three (3) times~~ in newspapers ~~as designated by the China Banking and Insurance Regulatory Commission~~ or on the National Enterprise Credit Information Publicity System within thirty (30) days from the date of the Company's merger resolution. A creditor has the rights, within thirty (30) days of receiving such notice from the Company or, for creditors who do not receive the notice, within forty-five (45) days from the date of the public notice, to demand the Company to settle its debts or provide a guarantee for such debt.

No.	Articles Before Revision	Articles After Revision
284	**Article 296** Upon the merger of the Company, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.	**Article ~~296~~261** ~~Upon~~In the merger of the Company, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.
285	**Article 297** When the Company is divided, its assets shall be split up accordingly. In the event of a division, the parties concerned shall conclude a division agreement and shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution to divide and shall issue announcements for at least three (3) times in newspapers as designated by the China Banking and Insurance Regulatory Commission within thirty (30) days from the date of the Company's resolution to divide.	**Article ~~297~~262** When the Company is divided, its assets shall be split up accordingly. In the event of a division, the parties concerned shall conclude a division agreement and shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution to divide and shall issue announcements ~~for at least three (3) times~~ in newspapers ~~as designated by the China Banking and Insurance Regulatory Commission~~ or on the National Enterprise Credit Information Publicity System within thirty (30) days from the date of the Company's resolution to divide.

No.	Articles Before Revision	Articles After Revision
286	—	**Article 264** Any remaining losses after the Company makes up losses in accordance with Article 220 of the Articles of Association may be made up by reducing the registered capital, unless otherwise provided for by the Insurance Regulatory Authority or the Articles of Association. Where the registered capital is reduced to make up for losses, the Company shall not make distribution to shareholders, nor shall shareholders be exempted from their obligations to pay for capital contribution or shares. Reduction of the registered capital pursuant to the preceding paragraph shall not be subject to paragraph 2 of Article 263 of the Articles of Association, but shall be announced on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) in accordance with the securities regulatory rules of the place where the Company's shares are listed, and announcements in respect thereof shall be issued in newspapers (or on the National Enterprise Credit Information Publicity System) within thirty (30) days from the date of the resolution of a shareholder's meeting to reduce the registered capital.

No.	Articles Before Revision	Articles After Revision
		After the Company reduces the registered capital pursuant to the preceding two paragraphs, it shall not distribute profits until the aggregate of the statutory reserve fund and the discretionary reserve fund reaches fifty percent (50%) of the Company's registered capital.
287	—	**Article 265** If the registered capital is reduced in violation of the Company Law, regulations of the Insurance Regulatory Authority and other relevant regulations, shareholders shall return the funds they have received, and shareholders' capital contribution exempted from or reduced shall be recovered; for any losses so caused to the Company, shareholders and liable directors and senior management shall be liable to make indemnification.
288	—	**Article 266** When the Company issues new shares to increase its registered capital, shareholders shall enjoy no pre-emptive right, unless otherwise provided in the Articles of Association or unless the shareholders' meeting resolves that shareholders shall have pre-emptive rights.

No.	Articles Before Revision	Articles After Revision
289	**Article 300** The Company is an insurance corporation engaged in property and casualty insurance business. The Company shall not be dissolved except in the following circumstances: (I) expiry of the term of its operation; (II) dissolution as resolved by a shareholders' general meeting; (III) dissolution as a result of merger or division with the approval of the China Banking and Insurance Regulatory Commission; (IV) declaration of bankruptcy in accordance with law due to its failure to repay debts due; declaration of bankruptcy by the people's court with the approval of the China Banking and Insurance Regulatory Commission; (V) its insurance business license is revoked by the China Banking and Insurance Regulatory Commission or it is ordered to close down its business in accordance with law for violating the relevant laws and regulations.	**Article ~~300~~ 269** The Company is an insurance corporation engaged in property and casualty insurance business. The Company shall not be dissolved except in the following circumstances: (I) expiry of the term of its operation; (II) dissolution as resolved by a shareholders' ~~general~~ meeting; (III) dissolution as a result of merger or division ~~with the approval of the China Banking and Insurance Regulatory Commission~~; ~~(IV) declaration of bankruptcy in accordance with law due to its failure to repay debts due; declaration of bankruptcy by the people's court with the approval of the China Banking and Insurance Regulatory Commission;~~ ~~(V) its insurance business license is revoked by the China Banking and Insurance Regulatory Commission or it is ordered to close down its business in accordance with law for violating the relevant laws and regulations.~~

No.	Articles Before Revision	Articles After Revision
	Where the Company is dissolved in accordance with item (I) or (II) above, a liquidation committee shall be formed within 15 days. The members of the liquidation committee shall be determined by way of ordinary resolution at shareholders' general meeting.	~~Where the Company is dissolved in accordance with item (I) or (II) above, a liquidation committee shall be formed within 15 days. The members of the liquidation committee shall be determined by way of ordinary resolution at shareholders' general meeting.~~
	Where the Company is dissolved in accordance with item (IV) above, the people's court can set up a liquidation committee consisting of relevant institutions (such as the China Banking and Insurance Regulatory Commission) and relevant persons to carry out the liquidation.	~~Where the Company is dissolved in accordance with item (IV) above, the people's court can set up a liquidation committee consisting of relevant institutions (such as the China Banking and Insurance Regulatory Commission) and relevant persons to carry out the liquidation.~~
	Where the Company is dissolved in accordance with item (V) above, it shall be closed according to the law and the China Banking and Insurance Regulatory Commission can set up a liquidation committee to carry out the liquidation according to the law.	~~Where the Company is dissolved in accordance with item (V) above, it shall be closed according to the law and the China Banking and Insurance Regulatory Commission can set up a liquidation committee to carry out the liquidation according to the law.~~ (IV) withdrawal of its business license or closedown or revocation by order; (V) dissolution by the People's Court pursuant to the Company Law.

No.	Articles Before Revision	Articles After Revision
		Where the Company is dissolved in accordance with any item above, the dissolution shall be published through the National Enterprise Credit Information Publicity System within ten (10) days. **Article 270** Where the Company is dissolved in accordance with items (I), (II), (IV) and (V) of paragraph 1 of Article 269 of these Articles of Association, it shall be liquidated. The directors shall act as the liquidation obligators and shall form a liquidation committee consisting of members of the board within fifteen (15) days from the date on which the cause of dissolution arises. Where the Company is dissolved for having its insurance business license revoked or being ordered to close down by the Insurance Regulatory Authority in accordance with the law, it shall be closed in accordance with the law, while the specific liquidation matters shall be subject to laws and regulations and the decisions of the Insurance Regulatory Authority. For any losses caused to the Company or creditors due to liquidation obligators' failure to discharge liquidation obligations in time, liquidation obligators shall be liable to make indemnification.

No.	Articles Before Revision	Articles After Revision
290	**Article 301** Where the board of directors decides to liquidate the Company (due to causes other than where the Company has declared bankruptcy), the board of directors shall, in its notice convening a shareholders' general meeting, declare that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to repay its debts within twelve (12) months after the commencement of the liquidation. Upon passing of the resolution at the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease forthwith. The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting and report at least once a year to the shareholders' general meeting on the committee's receipts and payments, the business of the Company and the progress of the liquidation and shall present a final report before the shareholders' general meeting on completion of the liquidation.	~~**Article 301** Where the board of directors decides to liquidate the Company (due to causes other than where the Company has declared bankruptcy), the board of directors shall, in its notice convening a shareholders' general meeting, declare that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to repay its debts within twelve (12) months after the commencement of the liquidation.~~ ~~Upon passing of the resolution at the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease forthwith.~~ ~~The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting and report at least once a year to the shareholders' general meeting on the committee's receipts and payments, the business of the Company and the progress of the liquidation and shall present a final report before the shareholders' general meeting on completion of the liquidation.~~

No.	Articles Before Revision	Articles After Revision
291	**Article 302** Where the Company is dissolved or declared bankruptcy in accordance with law, the property and casualty insurance contracts and reserves held thereby shall be transferred to other insurance companies with property and casualty insurance business operation. If the Company fails to enter into transfer agreements with other insurance companies, the China Banking and Insurance Regulatory Commission will designate insurance companies with property and casualty insurance business operation to receive the property and casualty insurance contracts and reserves. In case of any transfer or receipt of the property and casualty insurance contracts and reserves mentioned in the preceding paragraph resulting from designation of the China Banking and Insurance Regulatory Commission, the legitimate right and interest of the insured and beneficiary shall be maintained.	**Article ~~302~~ 272** Where the Company is dissolved or declared bankruptcy in accordance with law, the property and casualty insurance contracts and reserves held thereby shall be transferred to other insurance companies with property and casualty insurance business operation. If the Company fails to enter into transfer agreements with other insurance companies, ~~the China Banking and Insurance Regulatory Commission~~ the Insurance Regulatory Authority will designate insurance companies with property and casualty insurance business operation to receive the property and casualty insurance contracts and reserves. In case of any transfer or receipt of the property and casualty insurance contracts and reserves mentioned in the preceding paragraph resulting from designation of ~~the China Banking and Insurance Regulatory Commission~~ the Insurance Regulatory Authority, the legitimate right and interest of the insured and beneficiary shall be maintained.

No.	Articles Before Revision	Articles After Revision
292	—	**Article 271** Where the Company falls under a circumstance specified in items (I) and (II) of paragraph 1 of Article 269 of these Articles of Association but has not yet distributed its assets to shareholders, it may continue to exist by amending these Articles of Association or through a resolution of the shareholders' meeting. Any amendment to these Articles of Association or resolution of the shareholders' meeting made pursuant to the preceding paragraph shall be approved by no less than two-thirds (2/3) of the voting rights held by the shareholders present at the shareholders' meeting.
293	**Article 303** The liquidation committee shall exercise the following functions and power during the period of liquidation: (I) liquidating the properties of the Company, and preparing the balance sheets and inventory of assets separately; (II) informing creditors by a notice or public announcement; (III) disposing of and liquidating the unfinished businesses of the Company; (IV) clearing off the outstanding taxes and the taxes incurred from the process of liquidation;	**Article ~~303~~ 273** The liquidation committee shall exercise the following functions and power during the period of liquidation: (I) liquidating the properties of the Company, and preparing the balance sheets and inventory of assets separately; (II) informing creditors by a notice or public announcement; (III) disposing of and liquidating the unfinished businesses of the Company; (IV) clearing off the outstanding taxes and the taxes incurred from the process of liquidation;

No.	Articles Before Revision	Articles After Revision
	(V) clearing off credits and debts; (VI) disposing of the residual properties after settling such debt; (VII) participating in the civil litigation on behalf of the Company.	(V) clearing off credits and debts; (VI) ~~disposing of~~ distributing the residual properties after settling such debt; (VII) participating in the civil litigation on behalf of the Company.
294	**Article 304** The liquidation committee shall give notices to the creditors within ten (10) days after its establishment and issue announcements for at least three (3) times in the newspaper as designated by the China Banking and Insurance Regulatory Commission within sixty (60) days after its establishment. What is announced shall be approved by the China Banking and Insurance Regulatory Commission. The creditors shall report claims to the liquidation committee within thirty (30) days after the date of the receipt of such notices or within forty-five (45) days after the date of the announcement if no notice is received.	**Article ~~304~~ 274** The liquidation committee shall give notices to the creditors within ten (10) days after its establishment and issue announcements ~~for at least three (3) times~~ in the newspaper ~~as designated by the China Banking and Insurance Regulatory Commission~~ or on the National Enterprise Credit Information Publicity System within sixty (60) days after its establishment. What is announced shall be approved by the ~~China Banking and Insurance Regulatory Commission~~ Insurance Regulatory Authority. The creditors shall report claims to the liquidation committee within thirty (30) days after the date of the receipt of such notices or within forty-five (45) days after the date of the announcement if no notice is received.

No.	Articles Before Revision	Articles After Revision
295	**Article 305** When reporting claims, a creditor shall explain the relevant particulars of the claims and provide supporting materials. The liquidation committee shall register the claims. In the period of reporting claims, the liquidation committee shall not make any debt repayment to the creditors.	**Article ~~305~~ 275** When reporting claims, a creditor shall explain the relevant particulars of the claims and provide supporting materials. The liquidation committee shall register the claims. In the period of reporting claims, the liquidation committee shall not make any debt repayment to the creditors.
296	**Article 306** After the liquidation committee has sorted out the property of the Company and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation scheme and report it to the shareholders' general meeting or the people's court for confirmation. The remaining property of the Company shall be distributed to the shareholders according to the class and proportion of shares held by each of the shareholder after payments have been made towards the liquidation fees, salaries and social security expenses of employees, compensation or insurance benefits, taxes and debts of the Company.	**Article ~~306~~ 276** After the liquidation committee has sorted out the property of the Company and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation scheme and report it to the shareholders' ~~general~~ meeting or the people's court for confirmation. The ~~remaining~~ property of the Company shall be applied for compensation in the following priority: ~~distributed to the shareholders according to the class and proportion of shares held by each of the shareholder after payments have been made towards the~~ (I) liquidation fees~~,~~; (II) salaries and social security expenses of employees~~,~~; (III) compensation or insurance benefits~~,~~; (IV) taxes; (V) ~~and~~ debts of the Company.

No.	Articles Before Revision	Articles After Revision
	During the liquidation, the Company remains in existence but shall not carry out any operating activity which does not relate to the liquidation. The property of the Company shall not be distributed to the shareholders before the debts are settled pursuant to the preceding paragraph.	The remaining property of the Company after compensation in accordance with the above paragraph shall be distributed to the shareholders according to proportion of shares held. During the liquidation, the Company remains in existence but shall not carry out any operating activity which does not relate to the liquidation. The property of the Company shall not be distributed to the shareholders before the debts are settled pursuant to the preceding paragraph.
297	**Article 307** After the liquidation committee has sorted out the property of the Company and prepared a balance sheet and an inventory of assets, in the event that the property of the Company is insufficient to repay the debts, the liquidation committee shall apply to the people's court for declaration of bankruptcy. After the people's court declares bankruptcy of the Company, the liquidation committee shall hand over the liquidation matters to the people's court.	**Article ~~307~~ 277** After the liquidation committee has sorted out the property of the Company and prepared a balance sheet and an inventory of assets, in the event that the property of the Company is insufficient to repay the debts, the liquidation committee shall apply to the people's court for ~~declaration of~~ bankruptcy liquidation. After the people's court ~~declares~~ accepts the application for bankruptcy ~~of the Company~~, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court.

No.	Articles Before Revision	Articles After Revision
298	**Article 308** After the completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and a statement of receipts and payments and the financial accounts for the liquidation period, which shall be examined and verified by the PRC certified public accountants and submitted to the shareholders' general meeting or relevant competent authority for confirmation. The liquidation committee shall, within 30 days after the confirmation of the shareholders' general meeting or competent authority, submit the aforesaid documents to the Company's registration authority, apply to deregister the Company and publish an announcement on the dissolution of the Company.	**Article ~~308~~ 278** After the completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report ~~and a statement of receipts and payments and the financial accounts for the liquidation period~~, which shall be ~~examined and verified by the PRC certified public accountants and~~ submitted to the shareholders' ~~general~~ meeting or the People's Court ~~relevant competent authority~~ for confirmation and~~. The liquidation committee shall, within 30 days after the confirmation of the shareholders' general meeting or competent authority, submit the aforesaid documents~~ to the Company's registration authority for application for deregistration~~, apply to deregister the Company and publish an announcement on the dissolution~~ of the Company.

No.	Articles Before Revision	Articles After Revision
299	**Article 309** The members of the liquidation committee shall devote themselves to their duties and fulfill their obligations of liquidation according to laws. None of the members of the liquidation committee may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he/she misappropriate any of the properties of the Company. Where any members of the liquidation committee cause any loss to the Company or any creditor with intention or due to gross negligence, he/she shall be liable to make indemnification.	**Article ~~309~~279** The members of the liquidation committee shall ~~devote themselves to their duties and~~ fulfill their duties and obligations of liquidation ~~according to laws~~. ~~None of the~~ Where members of the liquidation committee fail to fulfil their duties and responsibilities due to negligence and cause any loss to the Company, they shall be liable to make indemnification;~~may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he/she misappropriate any of the properties of the Company.~~ Where any members of the liquidation committee cause any loss to ~~the Company or~~ any creditor with intention or due to gross negligence, he/she shall be liable to make indemnification.

No.	Articles Before Revision	Articles After Revision
300	**Article 312** In the event of a breakdown in the corporate governance mechanism, including but not limited to situations such as the failure to constitute the Board continuously for at least one year; existence of long-term conflicts among directors of the Company which cannot be resolved by the shareholders' general meeting; the Company fails to convene a shareholders' general meeting continuously for at least one year; the shareholders fail to reach the percentage of votes stipulated by law or provided in the Articles of Association and fail to pass valid resolutions in general meetings continuously for at least one year; the failure to pass a proposal on increasing share capital due to insolvency; the existing corporate governance mechanism fails to operate normally and leads to serious difficulties in the operational management of the Company, and other situations prescribed by the NFRA.	**Article ~~312~~282** In the event of a breakdown in the corporate governance mechanism, including but not limited to situations such as the failure to constitute the Board continuously for at least one (1) year; existence of long-term conflicts among directors of the Company which cannot be resolved by the shareholders' ~~general~~ meeting; the Company fails to convene a shareholders' ~~general~~ meeting continuously for at least one (1) year; the shareholders fail to reach the percentage of votes stipulated by law or provided in the Articles of Association and fail to pass valid resolutions in shareholders' ~~general~~ meetings continuously for at least one (1) year; the failure to pass a proposal on increasing share capital due to insolvency; the existing corporate governance mechanism fails to operate normally and leads to serious difficulties in the operational management of the Company, and other situations prescribed by the ~~NFRA~~ Insurance Regulatory Authority.

No.	Articles Before Revision	Articles After Revision
301	**Article 313** In the event of occurrence of a breakdown in the corporate governance mechanism as provided in these Articles of Association and the internal rectification process adopted by the Company fails to resolve the problem, the Company, or shareholders who individually or collectively hold more than 1/3 of the shares of the Company, or at least half of the directors will have the right to apply to the NFRA to impose supervision and guidance on the Company.	**Article ~~313~~283** In the event of occurrence of a breakdown in the corporate governance mechanism as provided in these Articles of Association and the internal rectification process adopted by the Company fails to resolve the problem, the Company, or shareholders who individually or collectively hold at least one third (1/3) of the shares of the Company, or more than half of the directors will have the right to apply to the ~~NFRA~~Insurance Regulatory Authority to impose supervision and guidance on the Company.
302	**Article 314** The NFRA will impose corresponding supervision and guidance according to the existing conditions of the breakdown in corporate governance mechanism. If material governance risk is discovered to exist in the Company, and the legal interest of insurance consumers or the security of insurance funds have been or may be seriously endangered, the shareholders and the Company have undertaken to accept the request from the NFRA to increase capital of the Company, restrict the relevant shareholders' rights and transfer the equity interest held in insurance companies; if the case is considered to be serious, the shareholders and the Company have undertaken to accept the reforms or receiver measures imposed on the Company by the NFRA.	**Article ~~314~~284** The ~~NFRA~~Insurance Regulatory Authority will impose corresponding supervision and guidance according to the existing conditions of the breakdown in corporate governance mechanism. If material governance risk is discovered to exist in the Company, and the legal interest of insurance consumers or the security of insurance funds have been or may be seriously endangered, the shareholders and the Company have undertaken to accept the request from the ~~NFRA~~Insurance Regulatory Authority to increase capital of the Company, restrict the relevant shareholders' rights and transfer the equity interest held in insurance companies; if the case is considered to be serious, the shareholders and the Company have undertaken to accept the reforms or receiver measures imposed on the Company by the ~~NFRA~~Insurance Regulatory Authority.

No.	Articles Before Revision	Articles After Revision
303	**Article 315** When the Company is in an insolvent state, shareholders are obliged to support the Company to improve its solvency. Upon occurrence of one of the following circumstances, shareholders who cannot or fail to increase capital shall consent to allow other shareholders or investors to increase capital by adopting reasonable proposals to improve solvency: (I) NFRA has ordered the Company to increase capital; (II) The Company still fails to meet the regulatory requirement on solvency after adopting other proposals and a capital increase is necessary.	**Article ~~315~~285** When the Company is in an insolvent state, shareholders are obliged to support the Company to improve its solvency. Upon occurrence of one of the following circumstances, shareholders who cannot or fail to increase capital shall consent to allow other shareholders or investors to increase capital by adopting reasonable proposals to improve solvency: (I) ~~NFRA~~The Insurance Regulatory Authority has ordered the Company to increase capital; (II) The Company still fails to meet the regulatory requirement on solvency after adopting other proposals and a capital increase is necessary.
304	**Article 316** The Company may amend the Articles of Association in accordance with the provisions of laws, administrative regulations and the Articles of Association. Upon occurrence of any of the following events, the Company shall amend the Articles of Association: (I) the Articles of Association is contradictory to amended version of the Company Law, the Insurance Law or other applicable laws, regulations, normative documents or regulatory provisions;	**Article ~~316~~286** The Company may amend the Articles of Association in accordance with the provisions of laws, administrative regulations and the Articles of Association. Upon occurrence of any of the following events, the Company ~~shall~~will amend the Articles of Association: (I) the Articles of Association is contradictory to amended version of the Company Law, the Insurance Law or other applicable laws, regulations, normative documents or regulatory provisions;

No.	Articles Before Revision	Articles After Revision
	(II) there is any change to the fundamental matters recorded in the Articles of Association or relevant rights, obligations, duties, procedural rules under the Articles of Association; (III) it is resolved at a shareholders' general meeting to amend the Articles of Association; (IV) other events which require necessary amendments to the Articles of Association.	(II) there is any change to the fundamental matters recorded in the Articles of Association or relevant rights, obligations, duties, procedural rules under the Articles of Association; (III) it is resolved at a shareholders' ~~general~~ meeting to amend the Articles of Association; (IV) other events which require necessary amendments to the Articles of Association.
305	**Article 317** The amendments on the Articles of Association shall be made in accordance with the following procedures: (I) Shareholders or institutions with the rights to propose motions propose the motion on amending the Articles of Association at a shareholders' general meeting; (II) The shareholders' general meeting vote on the motion on amending the Articles of Association, and such motion is passed by a special resolution; (III) Submit the amendments on the Articles of Association to relevant competent authorities of the country for examination;	**Article ~~317~~287** The amendments on the Articles of Association shall be made in accordance with the following procedures: (I) Shareholders or institutions with the rights to propose motions propose the motion on amending the Articles of Association at a shareholders' ~~general~~ meeting; (II) The shareholders' ~~general~~ meeting vote on the motion on amending the Articles of Association, and such motion is passed by a special resolution; (III) Submit the amendments on the Articles of Association to relevant competent authorities of the country for examination;

No.	Articles Before Revision	Articles After Revision
	(IV) Amend the Articles of Association in accordance with the examination feedback of the relevant competent authorities of the country, and submit to relevant competent authorities of the country for approval; (V) File or alter registration with registration authorities of the Company.	(IV) Amend the Articles of Association in accordance with the examination feedback of the relevant competent authorities of the country, and submit to relevant competent authorities of the country for approval; (V) File or alter registration with registration authorities of the Company.
306	**Chapter 18** Settlement of Disputes	~~**Chapter 18** Settlement of Disputes~~
307	**Article 318** Amendments to the Articles of Association involving the contents of the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) shall become effective upon approvals by the NFRA, the companies approving department authorized by the State Council and the securities regulatory authorities of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.	~~**Article 318** Amendments to the Articles of Association involving the contents of the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) shall become effective upon approvals by the NFRA, the companies approving department authorized by the State Council and the securities regulatory authorities of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.~~

No.	Articles Before Revision	Articles After Revision
308	**Article 319** The Company shall comply with the following rules in settling disputes: (I) Whenever any disputes or claims concerning the affairs of the Company arise from any rights or obligations as provided in the Articles of Association, the Company Law and other relevant laws and administrative regulations between a holder of overseas listed shares and the Company, between a holder of overseas listed shares and a director or supervisor or senior management of the Company, and between a holder of overseas listed shares and a holder of unlisted shares, the parties concerned shall resolve such disputes and claims through arbitration. Where a dispute or claim described above is submitted for arbitration, the entire dispute or claim shall be resolved through arbitration; all persons (being the Company or shareholders, directors, supervisors or other senior management of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall submit to arbitration.	~~**Article 319** The Company shall comply with the following rules in settling disputes:~~ ~~(I) Whenever any disputes or claims concerning the affairs of the Company arise from any rights or obligations as provided in the Articles of Association, the Company Law and other relevant laws and administrative regulations between a holder of overseas listed shares and the Company, between a holder of overseas listed shares and a director or supervisor or senior management of the Company, and between a holder of overseas listed shares and a holder of unlisted shares, the parties concerned shall resolve such disputes and claims through arbitration.~~ ~~Where a dispute or claim described above is submitted for arbitration, the entire dispute or claim shall be resolved through arbitration; all persons (being the Company or shareholders, directors, supervisors or other senior management of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall submit to arbitration.~~

No.	Articles Before Revision	Articles After Revision
	Disputes over who is a shareholder and over the share register do not have to be resolved through arbitration.	~~Disputes over who is a shareholder and over the share register do not have to be resolved through arbitration.~~
	(II) The party seeking arbitration may elect to have the dispute or claim arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or by the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the party seeking arbitration submits a dispute or claim to arbitration, the other party must submit to the arbitral institution selected by the party seeking the arbitration.	~~(II) The party seeking arbitration may elect to have the dispute or claim arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or by the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the party seeking arbitration submits a dispute or claim to arbitration, the other party must submit to the arbitral institution selected by the party seeking the arbitration.~~
	If the party seeking arbitration elects to arbitrate the dispute or claim at the Hong Kong International Arbitration Centre, then either party may apply to have such arbitration conducted in Shenzhen according to the securities arbitration rules of the Hong Kong International Arbitration Centre.	~~If the party seeking arbitration elects to arbitrate the dispute or claim at the Hong Kong International Arbitration Centre, then either party may apply to have such arbitration conducted in Shenzhen according to the securities arbitration rules of the Hong Kong International Arbitration Centre.~~

No.	Articles Before Revision	Articles After Revision
	(III) If any disputes or claims as mentioned in item (I) are settled by way of arbitration, the laws of the People's Republic of China shall apply, except as otherwise provided in the laws and administrative regulations. (IV) The award of the arbitral institution is final and shall be binding on the parties thereto.	~~(III) If any disputes or claims as mentioned in item (I) are settled by way of arbitration, the laws of the People's Republic of China shall apply, except as otherwise provided in the laws and administrative regulations.~~ ~~(IV) The award of the arbitral institution is final and shall be binding on the parties thereto.~~
309	**Article 320** The Articles of Association are written in Chinese. In case of any inconsistency between the Articles of Association and the articles of association in any other language or of different version, the latest Chinese version of the Articles of Association approved by the NFRA and registered with the company registration authority shall prevail.	**Article ~~320~~288** The Articles of Association are written in Chinese. In case of any inconsistency between the Articles of Association and the articles of association in any other language or of different version, the latest Chinese version of the Articles of Association approved by the ~~NFRA~~Insurance Regulatory Authority and registered with the company registration authority shall prevail.

No.	Articles Before Revision	Articles After Revision
310	**Article 322** The Articles of Association constitute a basic company document; if any provision of any other legal document including but not limited to the shareholders' agreement is not in consistency or in conflict with the Articles of Association, the provisions of the Articles of Association shall prevail. The Company shall not replace the Articles of Association with the resolution of shareholders' general meeting, shareholders' agreement, resolution of the meeting of the board of directors, resolution of the meeting of the supervisory committee, memorandum or supplementary agreement and so on.	**Article ~~322~~290** The Articles of Association constitute a basic company document; if any provision of any other legal document including but not limited to the shareholders' agreement is not in consistency or in conflict with the Articles of Association, the provisions of the Articles of Association shall prevail. The Company shall not replace the Articles of Association with the resolution of shareholders' ~~general~~ meeting, shareholders' agreement, resolution of the meeting of the board of directors, ~~resolution of the meeting of the supervisory committee,~~ memorandum or supplementary agreement and so on.
311	**Article 323** Any issue not covered by the Articles of Association may be otherwise stipulated by the shareholders' general meetings or the board of directors within the scope authorized by the shareholders' general meetings. If relevant laws, regulations and regulatory documents provide otherwise, the laws and regulations and regulatory documents shall prevail.	**Article ~~323~~291** Any issue not covered by the Articles of Association may be otherwise stipulated by the shareholders' ~~general~~ meetings or the board of directors within the scope authorized by the shareholders' ~~general~~ meetings. If relevant laws, regulations and regulatory documents provide otherwise, the laws and regulations and regulatory documents shall prevail.

No.	Articles Before Revision	Articles After Revision
312	—	**Article 292** Unless otherwise provided by applicable law, if any provision of the Articles of Association conflicts with or is inconsistent with any provision of the Uncertificated Securities Market regime (whether such provisions are mandatory or discretionary), the latter shall prevail to the extent of such conflict or inconsistency. If any matter is not provided for in the Articles of Association but is provided for in any provision of the Uncertificated Securities Market regime (whether such provisions require or permit such matters), then such matters shall be deemed to be required or permitted (as the case may be) by the Articles of Association. The aforementioned provisions of the Uncertificated Securities Market regime include, but are not limited to, the Uncertificated Securities Market Rules, the Approved Securities Registrar Rules and other relevant regulations governing uncertificated securities.
313	**Article 324** Attachments of the Articles of Association include the rules of procedures of the general meeting, the rules of procedures of the board of directors and the rules of procedures of the supervisory committee, and shall become effective after they have been passed at a shareholders' general meeting and the Articles of Association have come into effect.	**Article ~~324~~293** Attachments of the Articles of Association include the rules of procedures of the ~~general~~shareholders' meeting~~,~~ and the rules of procedures of the board of directors ~~and the rules of procedures of the supervisory committee~~, and shall become effective after they have been passed at a shareholders' ~~general~~ meeting and the Articles of Association have come into effect.

No.	Articles Before Revision	Articles After Revision
314	**Article 325** In the Articles of Association, expressions such as "no less than", 'within", "no more than", include the number itself; expressions such as "below", "beyond", "less than" or "more than" do not include the number itself.	**Article ~~325~~294** In the Articles of Association, expressions such as "no less than", "~~"~~within", "no more than", "at least", include the number itself; expressions such as "~~below~~over", "beyond", "less than" ~~or,~~ "more than", "exceeding" do not include the number itself.
315	**Article 63** The term "controlling shareholder" referred to in the preceding Article means a person who satisfies any one of the following conditions: (I) He alone, or acting in concert with others, has the power to elect more than half of the board of directors; (II) He alone, or acting in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;	**Article ~~63~~295** The term "controlling shareholder" ~~referred to~~ in the ~~preceding~~ Articles of Association refers to a shareholder who holds the shares representing more than fifty percent (50%) of the total share capital of the Company; or a shareholder with shareholding ratio less than fifty percent (50%), but the voting rights of the shares held by such shareholder are sufficient to have a significant impact on the resolutions of the shareholders' meeting. The term "de facto controller" in the Articles of Association refers to a person who may actually control the acts of the Company through investment relationships, agreements, or other arrangements.~~means a person who satisfies any one of the following conditions:~~

No.	Articles Before Revision	Articles After Revision
	(III) He alone, or acting in concert with others, holds 30% or more of the issued and outstanding shares of the Company; (IV) He alone, or acting in concert with others, in any other manner has de facto control of the Company.	~~(I) He alone, or acting in concert with others, has the power to elect more than half of the board of directors;~~ ~~(II) He alone, or acting in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;~~ ~~(III) He alone, or acting in concert with others, holds 30% or more of the issued and outstanding shares of the Company;~~ ~~(IV) He alone, or acting in concert with others, in any other manner has de facto control of the Company.~~

Note: Due to the addition, deletion, splitting, consolidation, or relocation of articles in this amendment, the article numbers and internal cross-reference numbers in the Articles of Association have been adjusted accordingly. Articles that involve only changes in numbering and corresponding cross-references, without any other textual modifications, are not separately listed. The full-width and half-width punctuation marks in the Articles of Association and its annexes, namely the Rules of Procedures of the Shareholders' Meetings and the Rules of Procedures of the Board of Directors, have been uniformly adjusted in this revision; amendments involving solely such adjustments are not listed item by item in this comparison table, and the texts before and after revision are presented in a uniform format.

COMPARISON TABLE OF AMENDMENTS TO RULES OF PROCEDURES OF SHAREHOLDERS' MEETINGS

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
316	Rules of Procedures of the General Meetings of ZhongAn Online P & C Insurance Co., Ltd. **Chapter 2** General Provisions of the Shareholders' General Meeting **Chapter 3** Convening of Shareholders' General Meetings **Chapter 4** Proposals and Notices of Shareholders' General Meeting **Chapter 5** Convening of Shareholders' General Meeting **Chapter 6** Voting and Resolutions of Shareholders' General Meeting **Chapter 7** Minutes of the Shareholders' General Meeting **Chapter 9** Authorization of the Shareholders' General Meeting to the Board of Directors **Chapter 10** Implementation of the Resolution of the Shareholders' General Meeting	Rules of Procedures of the ~~General Meeting~~Shareholders' Meetings of ZhongAn Online P & C Insurance Co., Ltd. **Chapter 2** General Provisions of the Shareholders' ~~General~~ Meeting **Chapter 3** Convening of Shareholders' ~~General~~ Meetings **Chapter 4** Proposals and Notices of Shareholders' ~~General~~ Meeting **Chapter 5** Convening of Shareholders' ~~General~~ Meeting **Chapter 6** Voting and Resolutions of Shareholders' ~~General~~ Meeting **Chapter 7** Minutes of the Shareholders' ~~General~~ Meeting **Chapter 9** Authorization of the Shareholders' ~~General~~ Meeting to the Board of Directors **Chapter 10** Implementation of the Resolution of the Shareholders' ~~General~~ Meeting

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
317	**Article 1** In order to safeguard the legitimate rights and interests of ZhongAn Online P & C Insurance Co., Ltd. (the "Company"), its shareholders and creditors, and to regulate the organization and activities of the Company, the Rules of Procedures of the General Meetings (the "Rules") are established in accordance with the Company Law of the People's Republic of China (the "Company Law"), Insurance Law of the People's Republic of China (the "Insurance Law"), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions"), the Letter of Opinions on Supplemental Amendments to Articles of Association of Companies Listed in Hong Kong issued from the Overseas Listing Division of the China Securities Regulatory Commission and the Production Systems Division of the State Commission for Economic Restructuring (the "Overseas Letter from CSRC"),	**Article 1** In order to safeguard the legitimate rights and interests of ZhongAn Online P & C Insurance Co., Ltd. (the "Company"), its shareholders, employees and creditors, and to regulate the organization and activities of the Company, the Rules of Procedures of the ~~General~~ Shareholders' Meetings (the "Rules") are established in accordance with the Company Law of the People's Republic of China (the "Company Law"), Insurance Law of the People's Republic of China (the "Insurance Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies ~~Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions"), the Letter of Opinions on Supplemental Amendments to Articles of Association of Companies Listed in Hong Kong issued from the Overseas Listing Division of the China Securities Regulatory Commission and the Production Systems Division of the State Commission for Economic Restructuring (the "Overseas Letter from CSRC"),~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	the Guidelines for Articles of Association of Insurance Companies (the"Guidelines for Articles of Association of Insurance Companies"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the "Articles of Association") and other relevant laws and administrative regulations.	the Guidelines for Articles of Association of Insurance Companies ~~(the"Guidelines for Articles of Association of Insurance Companies")~~, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), ~~the Corporate Governance Guidelines for Banking and Insurance Institutions,~~ the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the "Articles of Association") and with reference to the Guidance for the Articles of Association of Listed Companies and other relevant requirements of the China Securities Regulatory Commission on corporate governance and other relevant provisions ~~other relevant laws and administrative regulations~~. The "audit committee" as referred to in the Rules means the audit and consumer rights protection committee under the board of directors of the Company.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
318	**Article 2** The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law: (I) To decide on the Company's business policies and investment plans; (II) To elect and replace directors and to decide on matters relating to the remuneration of directors; (III) To elect and replace those supervisors who are not employee representatives, and to decide on matters relating to the remuneration of supervisors; (IV) To consider and approve reports of the board of directors; (V) To consider and approve reports of the supervisory committee; (VI) To consider and approve the Company's annual financial budget and final accounts; (VII) To consider and approve the Company's profit distribution proposal and proposal for making up losses;	**Article 2** The shareholders' ~~general~~ meeting of the Company, composed of all shareholders, is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law: (I) ~~To decide on the Company's business policies and investment plans;~~ ~~(II)~~ To elect and replace directors who are not employee representatives and to decide on matters relating to the remuneration of directors; ~~(III) To elect and replace those supervisors who are not employee representatives, and to decide on matters relating to the remuneration of supervisors;~~ (II~~V~~) To consider and approve reports of the board of directors; ~~(V) To consider and approve reports of the supervisory committee;~~ ~~(VI) To consider and approve the Company's annual financial budget and final accounts;~~ (~~V~~III) To consider and approve the Company's profit distribution proposal and proposal for making up losses;

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(VIII) To pass resolutions on the increase or reduction of the Company's registered capital and purchase of the Company's shares pursuant to laws; (IX) To pass resolutions on the issuance of bonds or other equity securities by the Company and the Company's listing; (X) To pass resolutions on the appointment, removal or non-renewal of the services of the Company's accounting firms who conduct regular statutory audit on the financial reports of the Company; (XI) To pass resolutions on matters such as merger, division, dissolution, liquidation or change of the form of the Company; (XII) To pass resolutions on amendments to the Articles of Association, rules of procedures of the general meetings, board of directors and supervisory committee; administrative rules on related party transactions, as well as relevant governance system such as asset management authorization system;	(~~VIII~~V) To pass resolutions on the increase or reduction of the Company's registered capital and purchase of the Company's shares ~~pursuant to laws~~ subject to decisions of the shareholders' meetings as required by laws and Article 28 of the Articles of Association; (~~IX~~V) To pass resolutions on the issuance of bonds or other equity securities by the Company and the Company's listing; (VI~~X~~) To pass resolutions on the appointment, removal or non-renewal of the services of the Company's accounting firms who conduct regular statutory audit on the financial reports of the Company; (VII~~XI~~) To pass resolutions on matters such as merger, division, dissolution, liquidation or change of the form of the Company; (VIII~~XII~~) To pass resolutions on amendments to the Articles of Association, and the rules of procedures of the ~~general meetings~~ shareholders' meetings, board of directors ~~and supervisory committee; administrative rules on related party transactions, as well as relevant governance system such as asset management authorization system~~;

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(XIII) To consider any motion proposed by shareholders representing at least 3% of the shares of the Company carrying the right to vote;	(IX~~XIII~~) To consider any motion proposed by shareholders representing at least ~~3%~~ one percent (1%) of the shares of the Company carrying the right to vote;
	(XIV) To consider the share incentive plan;	(X~~XIV~~) To consider the share incentive plan and employee stock ownership plan;
	(XV) To consider approving the establishment of a legal entity (such legal entity refers to a domestic or overseas entity established and controlled by the Company for direct investment purpose);	(XI~~V~~) To consider approving the establishment of a legal entity (such legal entity refers to a domestic or overseas entity established and controlled by the Company for direct investment purpose);
	(XVI) To consider and approve the change in the use of proceeds;	(XI~~V~~I) To consider and approve the change in the use of proceeds;
	(XVII) To consider the Company's acquisition or disposal of material assets with a value exceeding 30% of the latest audited total assets of the Company within one year;	(XI~~V~~II) To consider the Company's acquisition or disposal of material assets with a value exceeding thirty percent (30%) of the latest audited total assets of the Company within one (1) year;
	(XVIII) To consider and approve the disposal and write-off of material assets with a value exceeding 30% of the latest audited net assets of the Company;	(~~XVIII~~XIV) To consider ~~and approve~~ the disposal and write-off of material assets with a value exceeding thirty percent (30%) of the latest audited ~~net~~ total assets of the Company within one (1) year;
	(XIX) To consider the provision of pledge of material assets with a single or cumulative amount exceeding 30% of the audited total assets of the Company within one year;	(XV~~IX~~) To consider the provision of pledge of material assets with a single or cumulative amount exceeding thirty percent (30%) of the audited total assets of the Company within one (1) year;

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(XX) To consider the major external investment matters where the single project transaction amount exceeds 30% of the audited total assets of the Company for the latest period, and to formulate the management systems for the use of the Company's funds and investment authority within the terms of reference; (XXI) To consider other matters required to be determined by the shareholders' general meeting under the laws, administrative regulations, departmental rules or the Articles of Association.	(XVI~~X~~) To consider the major external investment matters where the single project transaction amount exceeds thirty percent (30%) of the audited total assets of the Company for the latest period, and other external investment matters which are subject to the consideration of the shareholders' meeting pursuant to provisions of the Articles of Association on special resolutions of the shareholders' meeting ~~and to formulate the management systems for the use of the Company's funds and investment authority within the terms of reference~~; (XVI~~X~~I) To consider other matters required to be determined by the shareholders' ~~general~~ meeting under the laws, administrative regulations, departmental rules or the Articles of Association.
319	**Article 3** Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors. Annual general meetings shall be held once every year within six (6) months after the end of each financial year.	**Article 3** Shareholders' ~~general~~ meetings are divided into annual ~~general meetings~~shareholders' meetings and extraordinary ~~general meetings~~shareholders' meetings. Shareholders' ~~general~~ meetings shall be convened by the board of directors. Annual ~~general meetings~~shareholders' meetings shall be held once (1) every year within six (6) months after the end of each financial year.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
320	**Article 4** An extraordinary general meeting shall be convened within two (2) months from the occurrence of any of the following events: (I) The number of directors is lower than that specified in the Company Law or less than two thirds (2/3) of the total number of directors specified in the Articles of Association; (II) The Company's uncovered losses amount to one third (1/3) of the Company's total share capital; (III) Shareholder(s) holding 10% or more of the Company's issued shares carrying voting rights, on a one vote per share basis, request(s) in writing the convening of an extraordinary general meeting; (IV) The board of directors considers it necessary; (V) The supervisory committee proposes that such a meeting shall be convened;	**Article 4** An extraordinary ~~general meeting~~shareholders' meeting shall be convened within two (2) months from the occurrence of any of the following events: (I) The number of directors is lower than that specified in the Company Law or less than two thirds (2/3) of the total number of directors specified in the Articles of Association; (II) The Company's uncovered losses amount to one third (1/3) of the Company's total share capital; (III) Shareholder(s) individually or jointly holding ten percent (10%) or more of the Company's ~~issued~~ shares ~~carrying voting rights~~, on a one vote per share basis, request(s) in writing the convening of an extraordinary ~~general meeting~~shareholders' meeting; (IV) The board of directors considers it necessary; (V) The ~~supervisory committee~~audit committee proposes that such a meeting shall be convened;

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(VI) Requested by at least half of and no less than two independent directors to the board of directors; (VII) Other circumstances as provided by laws, administrative regulations, departmental rules or the Articles of Association.	(VI) Requested by at least half of and no less than two (2) independent directors to the board of directors; (VII) Other circumstances as provided by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.
321	**Article 5 A** shareholders' general meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. The board of directors shall convene the shareholders' general meeting in accordance with the Articles of Association and the Rules.	**Article 5** A shareholders' ~~general~~ meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. The board of directors shall convene the shareholders' ~~general~~ meeting in accordance with the Articles of Association and the Rules within the specified time limit.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
322	**Article 6** If the chairman of the board of directors is unable to perform his/her duties due to some reason, an executive director elected by at least half of all directors shall act as the chairman and preside over the meeting; if the executive director is unable to perform his/her duties due to some reason, a director elected by at least half of all directors shall act as the chairman and preside over the meeting; if no chairman of the meeting is elected by the board of directors, a shareholder elected by the shareholders present at the meeting shall act as the chairman and preside over the meeting; if no chairman of the meeting is elected by shareholders for any reason, the shareholder present at the meeting (including his/her proxy) holding the largest number of voting shares shall be the chairman of such meeting.	~~**Article 6** If the chairman of the board of directors is unable to perform his/her duties due to some reason, an executive director elected by at least half of all directors shall act as the chairman and preside over the meeting; if the executive director is unable to perform his/her duties due to some reason, a director elected by at least half of all directors shall act as the chairman and preside over the meeting; if no chairman of the meeting is elected by the board of directors, a shareholder elected by the shareholders present at the meeting shall act as the chairman and preside over the meeting; if no chairman of the meeting is elected by shareholders for any reason, the shareholder present at the meeting (including his/her proxy) holding the largest number of voting shares shall be the chairman of such meeting.~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	In the event that the board of directors is unable or fails to perform the duties of convening shareholders' general meetings, the supervisory committee shall promptly convene and preside over the meetings. If the supervisory committee fails to convene and preside over a shareholders' general meeting, shareholders severally or jointly holding 10% or more of the Company's shares carrying voting rights, on a one vote per share basis, for more than ninety (90) consecutive days shall have the right to convene and preside over the meeting.	**Article 6** In the event that the board of directors is unable or fails to perform the duties of convening shareholders' ~~general~~ meetings, the ~~supervisory~~audit committee shall promptly convene and preside over the meetings. If the ~~supervisory~~audit committee fails to convene and preside over a shareholders' ~~general~~ meeting, shareholders severally or jointly holding ~~holding 10% or more of the Company's shares carrying voting rights, on a one vote per share basis, for more than ninety (90)~~at least ten percent (10%) of the Company's shares attaching right to vote at the meeting to be held for ninety (90) or more consecutive days shall have the right to convene and preside over the meeting. The specific procedures for proposing or requesting the convening of, convening on their own initiative and presiding over meetings are subject to Articles 7 to 10, Article 40 and Article 41 of the Rules.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
323	**Article 7** At least half (1/2) and no less than two independent directors shall have the right to request the Board to convene an extraordinary general meeting, and it shall be made in writing. In response to any request from independent directors for convening an extraordinary general meeting, the Board shall convene an extraordinary general meeting within two months upon receipt of the request in accordance with the requirements of laws, regulations and regulatory provisions and provisions of the Articles of Association.	**Article 7** At least half ~~(1/2)~~of and no less than two (2) independent directors shall have the right to request the Board to convene an extraordinary ~~general~~shareholders' meeting, and it shall be made in writing. In response to any request from independent directors for convening an extraordinary ~~general~~shareholders' meeting, the Board shall provide written feedback on whether to agree with the proposal to convene an extraordinary ~~general~~shareholders' meeting within ~~two months~~ten (10) days upon receipt of the request in accordance with the requirements of laws, regulations and regulatory provisions and provisions of the Articles of Association. In the event that the Board agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of extraordinary shareholders' meeting within five (5) days of making its resolution. In the event that the Board does not agree to convene an extraordinary shareholders' meeting, it shall specify the reasons and make an announcement, and independent directors shall report to the Insurance Regulatory Authority. Independent directors exercising such function and power shall perform the relevant procedures in accordance with the provisions of the Articles of Association regarding the special functions and powers and separate meetings of independent directors.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
324	**Article 8** The supervisory committee shall have the right to request the Board to convene an extraordinary general meeting, and it shall be made in writing. The Board shall produce feedback in writing on its consent or dissent to convene an extraordinary general meeting within ten (10) days upon receipt of the request in accordance with the requirements of laws, regulations and regulatory provisions and provisions of the Articles of Association. If the board of directors agrees to convene an extraordinary general meeting, a notice of extraordinary general meeting shall be issued within five (5) days after a resolution has been passed by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the supervisory committee shall be obtained. If the board of directors does not agree to hold the extraordinary general meeting or fails to give a written reply within ten (10) days upon receipt of the proposal, it shall be regarded that the board of directors cannot perform or fails to perform the duty of convening the extraordinary general meeting, and the supervisory committee may convene and preside over the meeting by itself.	**Article 8** The ~~supervisory~~audit committee shall have the right to request the Board to convene an extraordinary ~~general meeting~~shareholders' meeting, and it shall be made in writing. The Board shall produce feedback in writing on its consent or dissent to convene an extraordinary ~~general meeting~~shareholders' meeting within ten (10) days upon receipt of the request in accordance with the requirements of laws, regulations and regulatory provisions and provisions of the Articles of Association. If the board of directors agrees to convene an extraordinary ~~general meeting~~shareholders' meeting, a notice of extraordinary ~~general meeting~~shareholders' meeting shall be issued within five (5) days after a resolution has been passed by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the ~~supervisory committee~~audit committee shall be obtained. If the board of directors does not agree to hold the extraordinary ~~general meeting~~shareholders' meeting or fails to give a written reply within ten (10) days upon receipt of the ~~proposal~~request, it shall be regarded that the board of directors cannot perform or fails to perform the duty of convening the extraordinary ~~general meeting~~shareholders' meeting, and the ~~supervisory committee~~audit committee may convene and preside over the meeting by itself.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
325	**Article 9** An extraordinary general meeting or class shareholders' meeting required by shareholders shall be convened in accordance with the following procedures: (I) Two or more shareholders who jointly hold 10% or more of the shares carrying voting rights, on a one vote per share basis, at the proposed meeting may request the board of directors to convene an extraordinary general meeting or class shareholders' meeting by signing a written requisition or several copies with the same format and content, and to illustrate the subject of the meetings. The board of directors shall convene an extraordinary general meeting or class shareholders' meeting as soon as possible upon receipt of the foresaid written requisition. The aforesaid number of shareholdings is calculated as at the date of the submission of the written requisition by the shareholders.	**Article 9** An extraordinary ~~general meetings~~shareholders' meeting or class shareholders' meeting ~~required~~ requested by shareholders shall be convened in accordance with the following procedures: ~~(I) Two or more shareholders who jointly hold 10% or more of the shares carrying voting rights, on a one vote per share basis, at the proposed meeting may request the board of directors to convene an extraordinary general meeting or class shareholders' meeting by signing a written requisition or several copies with the same format and content, and to illustrate the subject of the meetings. The board of directors shall convene an extraordinary general meeting or class shareholders' meeting as soon as possible upon receipt of the foresaid written requisition. The aforesaid number of shareholdings is calculated as at the date of the submission of the written requisition by the shareholders.~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(II) If the board of directors fails to issue a notice of convening such a meeting within thirty (30) days from the date of receipt of the aforesaid written requisition, the shareholders who raise the requisition may themselves convene the meeting within four (4) months from the date of receipt of the requisition by the board of directors. The procedures of convening the meeting shall be the similar as those of convening a shareholders' general meeting by the board of directors as far as possible.	~~(II) If the board of directors fails to issue a notice of convening such a meeting within thirty (30) days from the date of receipt of the aforesaid written requisition, the shareholders who raise the requisition may themselves convene the meeting within four (4) months from the date of receipt of the requisition by the board of directors. The procedures of convening the meeting shall be the similar as those of convening a shareholders' general meeting by the board of directors as far as possible.~~
	(III) All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.	~~(III) All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		(I) Shareholder(s) who individually or jointly hold ten percent (10%) or more of the shares carrying voting rights at the proposed meeting shall have the right to request to the board of directors to convene an extraordinary shareholders' meeting or a class shareholders' meeting and a written request shall be made to the board of directors. The board of directors shall give written feedback as to whether it agrees or disagrees to the convening of an extraordinary shareholders' meeting within ten (10) days after receiving the request(s) according to laws, administrative regulations and the Articles of Association. (II) If the board of directors agrees to convene such meeting, it shall issue a notice within five (5) days after passing the board resolution. Any changes to the original request in the notice shall be approved by the relevant shareholder(s).

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		(III) If the board of directors does not agree to convene such meeting or fails to reply within ten (10) days after receiving the request, shareholder(s) who, for ninety (90) or more consecutive days, have held, individually or jointly, at least ten percent (10%) of the shares carrying voting rights at the proposed meeting. (IV) The audit committee shall make decisions and give a written reply to the requesting shareholders within five (5) days after receiving the request as to whether such meeting is to be convened. Where the audit committee agrees to hold such meeting, a notice of the meeting shall be given within the said period. Any changes to the original request in the notice shall be approved by the relevant shareholder(s). (V) Where the audit committee disagrees to convene such meeting or fails to give a notice of the meeting within the period required under (IV) of this Article, shareholder(s) who individually or jointly hold at least ten percent (10%) of the shares carrying voting rights at the proposed meeting for ninety (90) or more consecutive days may convene and preside over such meetings on its/their own.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
326	**Article 10** Where the supervisory committee or shareholders decide to convene shareholders' general meetings by itself/themselves, it/they shall notify the board of directors in writing and file on record with the relevant governing accordance with the applicable guidelines (if necessary).	**Article 10** Where the ~~supervisory committee~~audit committee or shareholders decide to convene shareholders' ~~general~~ meetings or class shareholders' meetings by itself/themselves, it/they shall notify the board of directors in writing ~~and file on record with the relevant governing accordance with the applicable guidelines (if necessary)~~. Where the audit committee or shareholders convene a shareholders' meeting or a class shareholders' meeting on its/their own, if there are separate provisions of the securities regulatory rules of the place where the Company's shares are listed, such provisions shall apply to the extent of not violating domestic laws, administrative regulations or the Articles of Association.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		Where shareholder(s) convene(s) a shareholders' meeting or a class shareholders' meeting on its/their own initiative in accordance with the Rules, it/they shall continuously meet the shareholding percentage requirements prescribed in the Articles of Association for shareholders convening such meeting on its/their own initiative, prior to the announcement of the resolutions of such meeting. The shareholding percentage required for a class shareholders' meeting shall be calculated on the basis of the total number of voting shares of that class.
327	**Article 11** With regard to the shareholders' general meeting convened by the supervisory committee or shareholders on its/their own initiative, the board of directors and secretary to the board of directors shall offer cooperation.	**Article 11** With regard to the shareholders' ~~general~~ meeting or class shareholders' meeting convened by the ~~supervisory committee~~audit committee or shareholders on its/their own initiative, the board of directors and secretary to the board of directors ~~shall~~ will offer cooperation. The board of directors shall provide the register of shareholders as at the record date.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
328	**Article 12** The necessary expenses and cost for the shareholders' general meeting convened by the supervisory committee or the shareholders on its/their own initiative shall be borne by the Company.	**Article 12** The necessary expenses and cost for the shareholders' ~~general~~ meeting convened by the ~~supervisory committee~~audit committee ~~or the shareholders~~ on its~~/their~~ own initiative shall be borne by the Company.
329	**Article 13** When the Company convenes an annual general meeting, written notice of the meeting shall be given twenty (20) days (exclusive of the date of the meeting) before the date of meeting to notify the shareholders whose names appear in the share register of the matters to be considered at, and the date and place of, the meeting. A shareholders' extraordinary general meeting shall not decide on any matter not stated in the notice of meeting. Ten (10) days before the date scheduled to convene a general meeting, the Company shall send a copy of the notice of meeting in writing and by e-mail to the NFRA.	**Article 13** When the Company convenes an annual ~~general meeting~~shareholders' meeting, it shall notify all shareholders by way of announcement twenty (20) days (in the case of an annual shareholders' meeting) or fifteen (15) days (in the case of an extraordinary shareholders' meeting) prior to the meeting,~~written notice of the meeting shall be given twenty (20) days (exclusive of the date of the meeting) before the date of meeting~~ to notify the shareholders whose names appear in the share register of the matters to be considered at, and the date and place of, the meeting. ~~A shareholders' extraordinary general meeting shall not decide on any matter not stated in the notice of meeting.~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		The day on which the meeting is held shall not be included in calculating the notice period. The notice of a shareholders' meeting shall be given to shareholders in a manner that complies with applicable laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. Ten (10) days before the date scheduled to convene a ~~general meeting~~shareholders' meeting of the Company, the Company shall send a copy of the notice of meeting in writing and by e-mail to the Insurance Regulatory Authority~~NFRA~~. Where the Company convenes a shareholders' meeting, it shall also notify the Insurance Regulatory Authority at least three (3) working days in advance. Where such time requirement cannot be met due to special circumstances, the Company shall give timely notice and provide reasons therefor.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
330	**Article 14** After the notice of the general meeting is dispatched, the Board can change the time of the general meeting but must issue a new notice in accordance with Article 13 and Article 14 to these rules of procedures.	**Article 14** After the notice of the ~~general meeting~~shareholders' meeting is dispatched, ~~the Board can change the time of the general meeting but must issue a new notice in accordance with Article 13 and Article 14 to these rules of procedures.~~ where the convener has legitimate reasons to change the time of the shareholders' meeting before the holding of the meeting, it shall issue a new notice of meeting within such period and in such manner as prescribed in Article 13 of the Rules, and shall re-meet the notice period of twenty (20) days for an annual shareholders' meeting and fifteen (15) days for an extraordinary shareholders' meeting, from the date of issuance of the new notice. Where any postponement or cancellation is involved, the relevant provisions of Article 22 of the Rules shall also be complied with.
331	**Article 15** The notice of a shareholders' general meeting shall meet the following requirements: (I) it shall be made in writing; (II) it shall specify the place, date and time of the meeting; (III) it shall describe the matters to be discussed at the meeting;	**Article 15** The notice of a shareholders' ~~general~~ meeting shall ~~meet~~ contain the following ~~requirements~~contents: (I) ~~it shall be made in writing;~~ ~~(II)~~ it shall specify the place, date and time of the meeting; (II~~I~~) it shall describe the matters and proposals to be submitted for discuss~~ed~~ion at the meeting;

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(IV) it shall provide necessary information and explanations to the shareholders so as to make sensible decision for the matters to be discussed. This principle shall include (but not limited to) the circumstances where the Company proposes a merger, repurchase of shares, reorganization of share capital or other restructuring, the Company shall provide the specific conditions and contracts (if any) of the proposed transaction and shall earnestly explain the cause and consequence of such transaction;	~~(IV) it shall provide necessary information and explanations to the shareholders so as to make sensible decision for the matters to be discussed. This principle shall include (but not limited to) the circumstances where the Company proposes a merger, repurchase of shares, reorganization of share capital or other restructuring, the Company shall provide the specific conditions and contracts (if any) of the proposed transaction and shall earnestly explain the cause and consequence of such transaction;~~
	(V) Relevant changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only;	~~(V) Relevant changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only;~~
	(VI) it shall disclose the nature and extent of the conflict of interest, if any, of any director, supervisor or any senior management in any matter to be discussed; and provide an explanation for the differences between the way in which the matter to be discussed would affect such director, supervisor or any senior management in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;	~~(VI) it shall disclose the nature and extent of the conflict of interest, if any, of any director, supervisor or any senior management in any matter to be discussed; and provide an explanation for the differences between the way in which the matter to be discussed would affect such director, supervisor or any senior management in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(VII) it shall contain the full text of any special resolutions proposed to be adopted at the meeting; (VIII) it shall contain a conspicuous statement that shareholders who have the right to attend and vote thereat shall have the right to appoint one or more than one proxy to attend and vote on their behalf and that such proxy need not be a shareholder; (IX) it shall state the time and place for serving the power of attorney in respect of voting at the meeting; (X) it shall contain the name and phone number of the permanent contact person for the meeting.	~~(VII) it shall contain the full text of any special resolutions proposed to be adopted at the meeting;~~ (~~V~~III) it shall contain a conspicuous statement that all shareholders shall have the right to attend shareholders' meetings and may appoint a proxy in writing to attend and vote on their behalf~~shareholders who have the right to attend and vote thereat shall have the right to appoint one or more than one proxy to attend and vote on their behalf~~ and that such proxy need not be a shareholder of the Company; (IV~~X~~) it shall specify the record date for the shareholders entitled to attend the shareholders' meeting;~~it shall state the time and place for serving the power of attorney in respect of voting at the meeting;~~ (V~~X~~) it shall contain the name and phone number of the permanent contact person for the meeting;~~.~~ (VI) it shall specify the voting time and procedures for voting online or by other means, the manner of attendance and details of any electronic equipment required.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
332	**Article 16** A notice of a shareholders' general meeting shall be served on each shareholder (regardless of whether such shareholder is entitled to vote at the meeting), by hand or prepaid mail to the address of the shareholder as shown in the register of shareholders. For holders of the unlisted shares, the notice of a general meeting may also be given by public announcement. The public announcement referred to in the preceding article shall be published in one or more newspapers or periodicals designated by the competent securities department under the State Council. Once the announcement is made, all holders of the unlisted shares shall be deemed to have received the notice of the relevant shareholder's meeting. For holders of overseas listed shares, subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed, the notice of a general meeting may be published on the websites of the Company and The Stock Exchange of Hong Kong Limited in lieu of delivery by hand or prepaid mail. Once the announcement is made, all holders of the overseas listed shares shall be deemed to have received the notice of the relevant shareholder's meeting.	**Article 16** Notice of a shareholders' meeting shall be given in accordance with Article 13 of the Rules and the provisions of the Articles of Association regarding notices and announcements. The manner of giving notices and making announcements shall comply with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. ~~A notice of a shareholders' general meeting shall be served on each shareholder (regardless of whether such shareholder is entitled to vote at the meeting), by hand or prepaid mail to the address of the shareholder as shown in the register of shareholders. For holders of the unlisted shares, the notice of a general meeting may also be given by public announcement.~~ ~~The public announcement referred to in the preceding article shall be published in one or more newspapers or periodicals designated by the competent securities department under the State Council. Once the announcement is made, all holders of the unlisted shares shall be deemed to have received the notice of the relevant shareholder's meeting.~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		~~For holders of overseas listed shares, subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed, the notice of a general meeting may be published on the websites of the Company and The Stock Exchange of Hong Kong Limited in lieu of delivery by hand or prepaid mail. Once the announcement is made, all holders of the overseas listed shares shall be deemed to have received the notice of the relevant shareholders' meeting.~~
333	**Article 17** The convener shall examine the proposal of the shareholders' general meeting and in the principal of pursuing the maximum benefits of the Company and the shareholders. If the convener decides not to list the proposal into the agenda of the shareholders' general meeting, it shall give the reasons and explanations at the meeting.	**Article 17** The convener shall examine the proposal of the shareholders' ~~general~~ meeting and in the principal of pursuing the maximum benefits of the Company and the shareholders. If the convener decides not to list the proposal into the agenda of the shareholders' ~~general~~ meeting, it shall give the reasons and explanations at the meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
334	**Article 18** The board of directors, the supervisory committee, and shareholder(s) individually or jointly holding at least 3% of the Company's shares shall have the right to submit proposed resolutions to the Company for a shareholders' general meeting of the Company and the Company shall include any proposed resolutions which are within the powers of a shareholders' general meeting in the agenda. The shareholder(s) individually or jointly holding at least 3% of the Company's shares may submit extra proposed resolutions in writing to the board of directors in writing ten (10) days prior to the shareholders' general meeting. The board of directors shall issue a notice to other shareholders and submit the proposed resolutions to the shareholders' general meeting for consideration and approval within two (2) days after receipt thereof. Except for the above provision, the convener may not change the proposal listed in the notice of the shareholders' general meeting or add new proposal after the notice of the shareholders' meeting has been served.	**Article 18** The board of directors, the ~~supervisory committee~~audit committee, and shareholder(s) individually or jointly holding at least one percent (~~3~~1%) of the Company's shares shall have the right to submit proposed resolutions in writing to the Company for a shareholders' ~~general~~ meeting of the Company and the Company shall include any proposed resolutions which are within the powers of a shareholders' ~~general~~ meeting in the agenda. The shareholder(s) individually or jointly holding at least one percent (~~3~~1%) of the Company's shares may submit extra proposed resolutions in writing to the convener ~~board of directors~~ in writing ten (10) days prior to the shareholders' ~~general~~ meeting. The convener ~~board of directors~~ shall issue a supplementary notice to ~~other~~ shareholders to announce the content of the proposed resolution, and submit the proposed resolutions to the shareholders' ~~general~~ meeting for consideration and approval within two (2) days after receipt thereof, except where it contravenes laws, administrative regulations or the Articles of Association or falls outside the powers of the shareholders' meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		Except as provided for in the preceding paragraph~~for the above provision~~, the convener may not change the proposal listed in the notice of the shareholders' ~~general~~ meeting or add new proposal after the notice of the shareholders' meeting has been served.
335	**Article 19** The contents of a proposal shall be within the scope of the duties and responsibilities of the shareholders' general meeting, having definite topics and specific matters for resolution, as well as being compliance with the laws, administrative regulations and the Articles of Association.	**Article 19** The contents of a proposal shall be within the scope of the duties and responsibilities of the shareholders' ~~general~~ meeting, having definite topics and specific matters for resolution, as well as being compliance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.
336	**Article 20** A matter not specified in the notice shall not be resolved at the shareholders' general meeting.	**Article 20** A proposal ~~matter~~ not specified in the notice or not in compliance with the Articles of Association shall not be voted on or resolved at the shareholders' ~~general~~ meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
337	**Article 21** An accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat.	**Article 21** An accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat. Where there are any other provisions of laws, administrative regulations and the Articles of Association on the effect of resolutions and shareholders' remedies, such provisions shall prevail.
338	**Article 22** After giving the notice of shareholders' general meeting, such meeting shall not be postponed or cancelled and the proposal set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make a notice to each shareholder and give the reasons therefor at least two (2) working days prior to the date on which the meeting is originally scheduled.	**Article 22** After giving the notice of shareholders' ~~general~~ meeting, such meeting shall not be postponed or cancelled and the proposal set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make a notice to each shareholder, make an announcement and give the reasons therefor as soon as possible~~at least two (2) working days prior to the date on which the meeting is originally scheduled~~. Where the securities regulatory rules of the place where the Company's shares are listed contain special provisions regarding the procedures for postponing or cancelling a shareholders' meeting, such provisions shall prevail, provided that they do not contravene domestic regulatory requirements.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
339	**Article 23** If the shareholder does not agree with the board of directors' resolution that the proposal he has proposed shall not be listed in the agenda of the shareholders' general meeting, he/she may request to convene an extraordinary general meeting according to the provisions of Article 9 of the Rules.	**Article 23** If the shareholder does not agree with the board of directors' resolution that the proposal he has proposed shall not be listed in the agenda of the shareholders' ~~general~~ meeting, he/she may request to convene an extraordinary ~~general meeting~~shareholders' meeting according to the provisions of Article 9 of the Rules.
340	**Article 24** The measures and procedures to nominate directors and non-employee representative supervisors are as follows: (I) For candidates for supervisor of shareholder representative, the list of candidates for supervisors can be proposed by the supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares. The board of directors, supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares have the rights to make proposals regarding the candidates for director. Where the laws, regulations, regulatory documents and the Rules have any other provisions in respect of nomination of independent directors, such provisions shall prevail;	~~**Article 24** The measures and procedures to nominate directors and non-employee representative supervisors are as follows:~~ ~~(I) For candidates for supervisor of shareholder representative, the list of candidates for supervisors can be proposed by the supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares. The board of directors, supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares have the rights to make proposals regarding the candidates for director. Where the laws, regulations, regulatory documents and the Rules have any other provisions in respect of nomination of independent directors, such provisions shall prevail;~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(II) When nominating a candidate for director, the nominating director shall make special statement on the candidate's qualification and professional experience at the shareholders' general meeting. When nominating a candidate for supervisor of shareholder representative, the nominating supervisor shall make special statement on the candidate's qualification and professional experience at the shareholders' general meeting;	~~(II) When nominating a candidate for director, the nominating director shall make special statement on the candidate's qualification and professional experience at the shareholders' general meeting. When nominating a candidate for supervisor of shareholder representative, the nominating supervisor shall make special statement on the candidate's qualification and professional experience at the shareholders' general meeting;~~
	(III) The candidate for director and the candidate for supervisor shall be proposed to the shareholders' general meeting for voting in the way of resolution. The shareholders' general meeting shall vote on the candidates one by one;	~~(III) The candidate for director and the candidate for supervisor shall be proposed to the shareholders' general meeting for voting in the way of resolution. The shareholders' general meeting shall vote on the candidates one by one;~~
	(IV) In case of any need to add or change any director or supervisor, the board of director or the supervisory committee is responsible to propose to the shareholders' general meeting for the selection or change of a director or supervisor.	~~(IV) In case of any need to add or change any director or supervisor, the board of director or the supervisory committee is responsible to propose to the shareholders' general meeting for the selection or change of a director or supervisor.~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		Article 24 Candidates for directors who are not employee representatives shall be nominated by persons qualified under the Articles of Association, and submitted to the shareholders' meeting for election by way of proposal. The nominators shall submit nomination documents and candidate information within the time limits prescribed by applicable laws and regulations, regulatory requirements and the Articles of Association. The candidates shall give written consent to accept the nomination, confirm that the information submitted by them is true and complete, and undertake to perform their duties in accordance with the law upon election. Candidates for independent directors shall also submit independence statements and supporting materials as required, and the nomination shall be subject to review by the nomination and remuneration management committee before the candidates are submitted to the shareholders' meeting for election. The Company shall disclose candidate information in accordance with applicable requirements, and safeguard shareholders' rights to make proposals, understand the candidates and participate in the election. Directors who are employee representatives shall be elected or replaced by employees through statutory democratic procedures and submission to the shareholders' meeting for election is not required.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
341	**Article 25** If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall fully disclose the detailed information of the candidates for directors or supervisors, which shall at least include: (I) personal particulars, including educational background, working experiences, and concurrent positions; (II) whether one has any affiliation with the Company, its controlling shareholders and de facto controllers; (III) the amount of shares of the Company one holds; and (IV) whether exist the circumstance that in violation of Article 146 of Company Law.	**Article 25** If the election of directors ~~or supervisors~~ is proposed to be discussed at a shareholders' ~~general~~ meeting, the notice of such meeting shall fully disclose the detailed information of the candidates for directors ~~or supervisors~~, which shall at least include: (I) personal particulars, including educational background, working experiences, and concurrent positions; (II) whether one has any affiliation with the Company, its controlling shareholders and de facto controllers and whether one is a connected person as defined in the Hong Kong Listing Rules; (III) the amount of shares of the Company one holds; ~~and~~ (IV) ~~whether exist the circumstance that in violation of Article 146 of Company Law~~ whether one has been subject to any penalties imposed by the CSRC or other relevant authorities, or any disciplinary actions taken by the stock exchange;~~.~~ (V) other contents required by the CSRC and the stock exchange where the Company's shares are listed.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	The written notices for the intention to nominate a candidate for director or non-employee representative supervisor and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than seven (7) days prior to the date of the shareholders' general meeting (such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than seven days prior to the shareholders' general meeting). The board of directors and the supervisory committee shall provide to the shareholders the resume and brief conditions of the candidate directors and the candidate supervisors. the period given by the Company to nominate a candidate for election as a director or a supervisor and nominees for providing the aforesaid notice and documents shall be no less than seven (7) days (such period shall commence from the day following the date of serving the notice of convening the shareholders' general meeting). The nomination of each director and supervisor shall be by way of a separate resolution.	Save for directors subject to election by cumulative voting, ~~The written notices for the intention to nominate a candidate for director or non-employee representative supervisor and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than seven (7) days prior to the date of the shareholders' general meeting (such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than seven days prior to the shareholders' general meeting). The board of directors and the supervisory committee shall provide to the shareholders the resume and brief conditions of the candidate directors and the candidate supervisors. the period given by the Company to nominate a candidate for election as a director or a supervisor and nominees for providing the aforesaid notice and documents shall be no less than seven (7) days (such period shall commence from the day following the date of serving the notice of convening the shareholders' general meeting).~~ ~~T~~the nomination of each director ~~and supervisor~~ shall be by way of a separate resolution.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		The Company shall provide shareholders with the opportunity to nominate candidates for directors in accordance with the law. Where the Company receives a valid nomination after giving a notice of meeting, it shall make a supplementary disclosure of the candidate's information in accordance with laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, and shall ensure that shareholders are afforded the prescribed consideration period. Where an adjournment of meeting is required, it shall be handled in accordance with the law.
342	**Article 26** Independent directors shall be nominated by means of the following: (I) the shareholders who individually or in aggregate hold no less than 1% of the shares of the Company may propose the nomination to the shareholders' general meeting directly, but one shareholder can nominate one independent director only. Shareholders who have nominated non-independent directors and their related parties shall not simultaneously nominate independent directors;	**Article 26** Independent directors shall be nominated by means of the following: (I) the shareholders who individually or in aggregate hold no less than one percent (1%) of the total number of voting shares of the Company may propose the nomination to the shareholders' ~~general~~ meeting directly~~, but one shareholder can nominate one independent director only~~. Shareholders who have nominated non-independent directors and their related parties shall not simultaneously nominate independent directors;

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(II) the nomination and remuneration management committee under the board of directors nominates; (III) the supervisory committee nominates; (IV) other means approved by NFRA. The nominator of the independent director candidates shall obtain the prior consent from the nominee. The nominator shall have full knowledge of the nominee's occupation, professional titles, education background, expertise, work experience, all concurrent posts and close relatives, and shall issue the opinion regarding the nominee's independence and qualification in writing. Independent directors shall be elected at shareholders' general meeting. The nominating shareholder and other related shareholder shall not vote upon the independent director candidate nominated by them. The Company shall report the review on independent director's qualification to NFRA and submit the written opinion of independent directors at the same time.	(II) the nomination and remuneration management committee under the board of directors nominates; (III) the ~~supervisory committee~~audit committee nominates; (IV) other means approved by ~~NFRA~~Insurance Regulatory Authority. The nominator of the independent director candidates shall obtain the prior consent from the nominee. The nominator shall have full knowledge of the nominee's occupation, professional titles, education background, expertise, work experience, all concurrent posts and close relatives, and shall issue the opinion regarding the nominee's independence and qualification in writing. Independent directors shall be elected at shareholders' ~~general~~ meeting. The nominating shareholder and other related shareholder shall not vote upon the independent director candidate nominated by them. The Company shall report the review on independent director's qualification to ~~NFRA~~ the Insurance Regulatory Authority and submit the written opinion of independent directors at the same time.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	The proposed independent director shall make an assumption of office statement indicating his/her independence through the national media with great influence or the Company's website after his/her qualification having been approved by NFRA, and promise to undertake his/her due diligence and ensure sufficient time and energy to perform his duties. The Company shall report the assumption of office statement of the independent director to NFRA for record.	The proposed independent director shall make an assumption of office statement indicating his/her independence through the national media with great influence or the Company's website after his/her qualification having been approved by the Insurance Regulatory Authority~~NFRA~~, and promise to undertake his/her due diligence and ensure sufficient time and energy to perform his duties. The Company shall report the assumption of office statement of the independent director to the Insurance Regulatory Authority ~~NFRA~~ for record.
343	**Article 27** The Company shall arrange for the venue for a physical meeting to be held. Where the legality and validity of the shareholders' general meeting are ensured, the Company may use all kinds of methods including using a safe, economical and convenient internet voting platform or any other modern information technical means for its shareholders to conveniently participate in such meetings. Shareholders participating in the shareholders' general meetings by any aforesaid means shall be regarded as having attended the meetings.	**Article 27** The Company shall arrange for the venue for a physical meeting to be held. On-site meetings include video conferences, telephone conferences, online meetings or other meetings which ensure that attendees can communicate instantly. The Company permits shareholders to attend meetings in virtual form by means of electronic communication technology and to vote by electronic means, so as to ensure that shareholders attending meetings in such manner are able to listen to the proceedings, speak, raise questions and exercise voting rights in real time. Where the legality and validity of the shareholders' ~~general~~ meeting are ensured, the Company may use ~~all kinds of methods including using~~ a safe, economical and convenient internet voting platform or any other modern information technical means for its shareholders to conveniently participate in such meetings.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		Where participation in or voting at a meeting is conducted by means of electronic communication, the notice of meeting shall specify the methods for participation, identity verification and voting. Shareholders and proxies who participate in the meeting by electronic communication in compliance with the requirements shall be counted in the quorum of the meeting and the voting rights represented by them; the relevant records of electronic participation and voting shall be kept together with the minutes of meeting. Shareholders participating in the shareholders' ~~general~~ meetings by any aforesaid means shall be regarded as having attended the meetings.
344	**Article 28** The board of directors or other convener of the Company shall take necessary measures to ensure the solemnity and proper order of the general meeting. The Company shall take actions to stop anyone from provoking a quarrel, making trouble or infringing the lawful interests of other shareholders and refer the case to relevant authorities for settlement in time.	**Article 28** The board of directors or other convener of the Company shall take necessary measures to ensure the solemnity and proper order of the ~~general meeting~~shareholders' meeting. The Company shall take actions to stop anyone from provoking a quarrel, making trouble or infringing the lawful interests of other shareholders and refer the case to relevant authorities for settlement in time.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		The convenor shall ensure the continuous conduct of the shareholders' meeting until final resolutions are adopted. Should the meeting be suspended or become unable to pass resolutions due to force majeure or other exceptional circumstances, necessary measures shall be taken to either resume the meeting as soon as possible or directly terminate the current shareholders' meeting, with prompt public disclosure. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail provided that they do not contravene domestic laws, administrative regulations and the Articles of Association.
345	**Article 29** All shareholders are entitled to attend the shareholders' general meeting and have the right to speak and vote thereat, except where a shareholder is required to abstain from voting to approve the matter under the relevant laws, regulations and the Articles of Association. The shareholders may attend the shareholders' general meeting and exercise voting rights either in person or by proxy.	**Article 29** All shareholders registered on the record date or their proxies are entitled to attend the shareholders' ~~general~~ meeting and have the right to speak and vote thereat, irrespective of the manner of attendance, except where a shareholder is required to abstain from voting to approve the matter under the relevant laws, regulations and the Articles of Association. The shareholders may attend the shareholders' ~~general~~ meeting and exercise voting rights either in person or by proxy.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	The Company shall maintain a register of members. The register of members shall be sufficient evidence of the holding of the Company's shares by a shareholder. Shareholders shall enjoy rights and have obligations in accordance with the class of shares held by them. Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.	The Company shall maintain a register of members. The register of members shall be sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary. Shareholders shall enjoy rights and have obligations in accordance with the class of shares held by them. Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.
346	**Article 30** For corporate shareholder, its legal representative or a proxy authorized by the legal representative shall be appointed to attend the meeting. Legal representative who attends the meeting should produce his/her own identity card, valid certificates and valid documents evidencing his/her capacity as a legal representative. While appointing a proxy to attend the meeting, the proxy should produce his/her identity card and a written proxy form legally issued by the shareholder.	**Article 30** An individual shareholder who attends a meeting in person shall produce his/her own identification card or other valid documents or proof evidencing his/her identity; if a proxy is appointed to attend the meeting, such proxy shall produce his/her own valid proof of identity and the proxy form. For corporate shareholder, its legal representative or a proxy authorized by the legal representative shall be appointed to attend the meeting. Legal representative who attends the meeting should produce his/her own identity card, and valid certificates ~~and valid documents~~ evidencing his/her capacity as a legal representative. While ~~appointing~~ a proxy is appointed to attend the meeting, the proxy should produce his/her identity card and a written proxy form legally issued by the legal representative of the corporate shareholder~~shareholder~~.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
347	**Article 31** Any shareholder entitled to attend and vote at a meeting of the Company shall appoint one or more persons (such person need not be a shareholder) as his/her/its proxy to attend and vote on his/her/its behalf. According to the appointment of the shareholder, a proxy so appointed shall: (I) have the right to speak at the meeting same as the shareholder; (II) have the right to demand a poll on his/her own or together with other persons; (III) exercise his/her voting rights, but when more than one proxy has been appointed, the proxies only have the right to vote by poll. Where a shareholder is a recognized clearing house or an agent of the clearing house, the clearing house or the agent of the clearing house may authorize one or more persons that it deems suitable to attend on its behalf any shareholders' general meeting or any class meeting of shareholders. However, if more than one person is authorized, the power of attorney shall specify the number and class of shares involved in the appointment of each such person. The person(s) so authorised can represent the recognised clearing house (or its agent) to attend the meeting and exercise its right as if the persons are individual shareholders of the Company.	**Article 31** Any shareholder entitled to attend and vote at a meeting of the Company shall be entitled to attend the meeting in person or appoint one (1) or more persons (such person need not be a shareholder) as his/her/its proxy to attend and vote on his/her/its behalf. According to the appointment of the shareholder, a proxy so appointed shall: (I) have the right to speak at the meeting same as the shareholder; (II) have the right to demand a poll on his/her own or together with other persons; (III) exercise his/her voting rights, but when more than one (1) proxy has been appointed, the proxies only have the right to vote by poll. Where a shareholder is a recognized clearing house or an agent of the clearing house, the clearing house or the agent of the clearing house may authorize one (1) or more persons that it deems suitable to attend on its behalf ~~any~~ shareholders' ~~general~~ meeting or ~~any~~ class meeting of shareholders. However, if more than one (1) person is authorized, the power of attorney shall specify the number and class of shares involved in the appointment of each such person. The person(s) so authorised can represent the recognised clearing house (or its agent) to attend the meeting and exercise its right as if the persons are individual shareholders of the Company.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
348	**Article 32** A shareholder shall appoint a proxy by an instrument in writing. The proxy form shall be signed by the appointer or a representative authorized in writing by such appointer; where the appointer is a legal person, the power of attorney shall bear the official stamp or the signatures of its directors or representatives duly authorized. The power of attorney shall contain number of shares of the appointer as represented by the proxy. Where multiple proxies are appointed, each power of attorney shall state the number of shares in respect of which the particular proxy shall act.	**Article 32** A shareholder shall ~~appoint a proxy by an instrument in writing. The~~ adopt the form determined by the board of directors (including electronic or other forms). If the board of directors has not determined such form, it must be in writing (which may include electronic writing), and the proxy form shall be signed by the appointer or a representative authorized in writing by such appointer; where the appointer is a legal person, the power of attorney shall bear the official stamp or the signatures of its legal representative~~directors~~ or representatives duly authorized. The power of attorney shall contain number of shares of the appointer as represented by the proxy. Where multiple proxies are appointed, each power of attorney shall state the number of shares in respect of which the particular proxy shall act. Electronic instructions regarding the shareholders' meeting shall be handled in accordance with the provisions of Article 256 of the Articles of Association.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
349	**Article 33** The proxy form issued by a shareholder who appoints another person to attend the shareholders' general meeting shall contain the following: (I) Name of the proxy; (II) Whether he/she has the right to vote; (III) The individual instruction of casting approval, opposition or abstention votes on each resolution to be considered in the agenda of the shareholders' general meeting; (IV) The date of signing and validity of the proxy form; (V) Number of shares of the appointer as represented by the proxy; (VI) Signature of the appointer and the seal of the legal entity shall be affixed. A power of attorney shall contain a statement that, in default of directives, the proxy may vote in his/her discretion.	**Article 33** The proxy form issued by a shareholder who appoints another person to attend the shareholders' ~~general~~ meeting shall contain the following: (I) Name of the appointer and the class and number of shares of the Company held by him/her; (II) Name of the proxy; ~~(II) Whether he/she has the right to vote;~~ (III) Specific instructions from the shareholder, including, among others, t~~T~~he individual instruction of casting approval, opposition or abstention votes on each resolution to be considered in the agenda of the shareholders' ~~general~~ meeting; (IV) The date of signing and validity of the proxy form; (V) ~~Number of shares of the appointer as represented by the proxy;~~ ~~(VI)~~ Signature (or seal) of the appointer. If the appointer is a corporate shareholder, the seal of the corporate entity shall be affixed. ~~and the seal of the legal entity shall be affixed.~~ ~~A power of attorney shall contain a statement that, in default of directives, the proxy may vote in his/her discretion.~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
350	**Article 34** The instrument appointing a voting proxy shall be placed at the Company's domicile or such other place as specified in the notice of the meeting at least 24 hours prior to the time for holding the meeting at which the proxy proposes to vote. Where such instrument is signed by another person authorized by the appointer, the power of attorney or other instruments authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. Where the appointer is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' meetings as the representative of such legal person.	**Article 34** The instrument appointing a proxy shall be delivered at the time and place (including the specified electronic means) specified in the notice convening the meeting or in the form of proxy. ~~The instrument appointing a voting proxy shall be placed at the Company's domicile or such other place as specified in the notice of the meeting at least 24 hours prior to the time for holding the meeting at which the proxy proposes to vote.~~ Where the instrument appointing a voting proxy ~~such instrument~~ is signed by another person authorized by the appointer, the power of attorney or other instruments authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place (including the specified electronic means) as specified in the notice of the meeting. Where the appointer is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' meetings as the representative of such legal person.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
351	**Article 37** The attendance book of the shareholders' general meeting shall be prepared by the Company. The attendance book shall specify the company names and domiciles of shareholders, and the name, identity card number, number of voting shares represented and name of the appointing shareholder of each attendee.	**Article 37** The attendance book of the shareholders' ~~general~~ meeting shall be prepared by the Company. The attendance book shall specify the company names ~~and domiciles~~ of shareholders, and the name, identity card number, number of voting shares represented and name of the appointer (or the appointing shareholder of each attendee).
352	**Article 38** The convener and the competent third party retained by the Company shall jointly verify the qualification of shareholders according to the register of shareholders, and shall register the name of the shareholders and the number of their voting shares. Such registration shall be concluded prior to the announcement by the chairman of the shareholders' general meeting of the number of shareholders and their proxies attending the meeting and the total number of their voting shares.	**Article 38** The convener and the competent third party retained by the Company shall jointly verify the qualification of shareholders according to the register of shareholders, and shall register the name of the shareholders and the number of their voting shares. Such registration shall be concluded prior to the announcement by the chairman of the shareholders' ~~general~~ meeting of the number of shareholders and their proxies attending the meeting and the total number of their voting shares. Prior to voting, the chairman of the shareholders' meeting shall announce the number of shareholders and proxies present and the total number of voting shares held by them. The number of shareholders and proxies present and the total number of voting shares held by them shall be as stated in the registration of the meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
353	**Article 39** The directors, supervisors and the secretary to the board of directors of the Company shall attend the shareholders' general meeting. Senior management members shall also be present at the meeting.	**Article 39** The directors~~, supervisors and the secretary to the board of directors~~ and senior management members of the Company ~~shall attend~~ are required to be present at the shareholders' ~~general~~ meeting~~.~~, and directors and ~~S~~ senior management members shall also be present at the meeting to respond to shareholders' inquiries.
354	**Article 40** A shareholders' general meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors is unable to perform or does not perform his/her duties due to some reason, an executive director elected by at least half of all directors shall preside over the meeting; if the executive director so elected is unable to perform or does not perform his/her duties due to some reason, a director elected by at least half of all directors shall preside over the meeting.	**Article 40** A shareholders' ~~general~~ meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors is unable to perform or does not perform his/her duties due to some reason, ~~an executive director elected by at least half of all directors shall preside over the meeting; if the executive director so elected is unable to perform or does not perform his/her duties due to some reason,~~ a one (1) director elected by ~~at least~~ more than half of all directors shall preside over the meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
355	**Article 41** A shareholders' general meeting convened by the supervisory committee itself shall be chaired and presided by the chairman of the supervisory committee. If the chairman of the supervisory committee cannot perform or fails to perform his/her duties, at least half of the supervisors shall jointly elect a supervisor to chair the meeting. A shareholders' general meeting convened by the shareholders themselves shall be presided by a representative elected by the convener. If the convener cannot elect a chairman of the meeting, the shareholder attending the meeting that hold the most voting shares (including the proxy) shall be the chairman and preside the meeting. When the shareholders' general meeting is held and the chairman of the meeting violates the Rules which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman of the meeting, subject to the approval of more than half of the shareholders having the voting rights who are present at the meeting.	**Article 41** A shareholders' ~~general~~ meeting convened by the audit ~~supervisory~~ committee itself shall be chaired and presided by the convener ~~chairman~~ of the audit ~~supervisory~~ committee. If the convener ~~chairman~~ of the audit ~~supervisory~~ committee cannot perform or fails to perform his/her duties, more than one half of the members of the audit committee ~~supervisors~~ shall jointly elect ~~a~~ one (1) member of the audit committee ~~supervisor~~ to chair the meeting. A shareholders' ~~general~~ meeting or class shareholders' meeting convened by the shareholders themselves shall be presided by the convener or a representative elected by the convener. ~~If the convener cannot elect a chairman of the meeting, the shareholder attending the meeting that hold the most voting shares (including the proxy) shall be the chairman and preside the meeting.~~ When the shareholders' ~~general~~ meeting or class shareholders' meeting is held and the chairman of the meeting violates the Rules which makes it difficult for relevant ~~the shareholders' general~~ meetings to continue, ~~a~~ one (1) person may be elected at the shareholders' ~~general~~ meeting or class shareholders' meeting to act as the chairman of the meeting, subject to the approval of more than half of the shareholders having the voting rights who are present at the relevant meetings.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
356	**Article 42** At the annual general meeting, the board of directors and the supervisory committee shall report their respective work of the previous year to the shareholders' general meeting. Each independent director shall also make his/her duty report.	**Article 42** At the annual shareholders' ~~general~~ meeting, the board of directors ~~and the supervisory committee~~ shall report their respective work of the previous year to the shareholders' ~~general~~ meeting. Each independent director shall also make his/her duty report.
357	**Article 43** Except for involving business secrets of the Company which shall not be disclosed, the board of directors, supervisors and the senior management members shall make replies or explanation to the inquiries and suggestions of shareholders on the shareholders' general meeting. If the shareholders require a written response or explanation, the board of directors and the board of supervisors shall give a written response or explanation within ten (10) days since the queries and suggestions are given.	**Article 43** ~~Except for involving business secrets of the Company which shall not be disclosed, the board of directors, supervisors~~ Directors and the senior management members shall make clarification ~~replies~~ or explanation to the inquiries and suggestions of shareholders at ~~on~~ the shareholders' ~~general~~ meeting. If the shareholders require a written response or explanation, the board of directors ~~and the board of supervisors~~ shall give a written response or explanation within ten (10) days since the queries and suggestions are given. Where trade secrets or other information that is required by law to be kept confidential are involved, such matters shall be dealt with in accordance with the relevant provisions of the laws, administrative regulations, the securities regulatory rules of the place(s) where the Company's shares are listed and the Articles of Association.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
358	**Article 44** Resolutions of a shareholders' general meeting can be ordinary resolutions or special resolutions. An ordinary resolution of a shareholders' general meeting shall be passed by a simple majority of the Company's total voting shares being held by the shareholders who are present at the meeting (including proxies). A special resolution of a shareholders' general meeting shall be passed by an affirmative vote of at least two-thirds of the Company's total voting shares being held by the shareholders who are present at the meeting (including proxies).	**Article 44** Resolutions of a shareholders' ~~general~~ meeting can be ordinary resolutions or special resolutions. An ordinary resolution of a shareholders' ~~general~~ meeting shall be passed by a simple majority of the Company's total voting shares being held by the shareholders who are present at the meeting (including proxies). A special resolution of a shareholders' ~~general~~ meeting shall be passed by an affirmative vote of at least two-thirds of the Company's total voting shares being held by the shareholders who are present at the meeting (including proxies).
359	**Article 45** The following matters shall be passed by ordinary resolutions of a shareholders' general meeting: (I) the work reports of the board of directors; (II) the work reports of the supervisory committee; (III) the plans drafted by the board of directors for profit distribution and making up losses;	**Article 45** Except as otherwise provided in the Articles of Association, ~~T~~ the following matters shall be passed by ordinary resolutions of a shareholders' ~~general~~ meeting: (I) to elect and replace directors who are not staff representatives (other than the removal of independent directors) and decide on matters concerning their remunerations and method of payment; (II) the work reports of the board of directors; ~~the work reports of the supervisory committee;~~ (III) the plans drafted by the board of directors for profit distribution and making up losses;

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(IV) election and change of directors and those supervisors who are not employee representatives, and to decide on matters relating to the remuneration of such directors and supervisors and the methods of payment thereof;	(IV) ~~election and change of directors and those supervisors who are not employee representatives, and to decide on matters relating to the remuneration of such directors and supervisors and the methods of payment thereof;~~
	(V) the Company's annual budgets and final accounts, balance sheets, income statements and other financial statement;	~~(V) the Company's annual budgets and final accounts, balance sheets, income statements and other financial statement;~~
	(VI) the business objectives, development strategies and investment plans of the Company;	~~(VI) the business objectives, development strategies and investment plans of the Company;~~
	(VII) engagement or removal of an accounting firm who conducts regular statutory audit on the financial reports of the Company;	~~(VII)~~ engagement<u>,</u> ~~dismissal or~~ removal <u>or non-reappointment</u> of an accounting firm who conducts regular statutory audit on the financial reports of the Company;
	(VIII) other matters other than those required by laws, administrative regulations or the Articles of Association to be approved by special resolutions.	(VI~~II~~) other matters other than those required by laws, administrative regulations or the Articles of Association to be approved by special resolutions.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
360	**Article 46** The following matters shall be approved by special resolutions of a shareholders' general meeting: (I) the increase or reduction of the Company registered capital; (II) the issue of corporate bonds, the issue of any class of shares, warrants and other securities as well as the listing; (III) the acquisition of the shares of the Company under the circumstances as stipulated by the laws and regulations; (IV) the merger, spin-off, dissolution, liquidation or change to the form of the Company; (V) the amendments to the Articles of Association; (VI) a single or cumulative material external investment, purchase or disposal of major assets, disposal and write-off of major assets or pledge of material assets which involves an amount exceeding 30% of the latest audited total assets of the Company within one year;	**Article 46** The following matters shall be approved by special resolutions of a shareholders' ~~general~~ meeting: (I) the increase or reduction of the Company registered capital; (II) the issue of corporate bonds~~, the issue of any class of shares, warrants and other securities~~ or other marketable securities as well as the listing; (III) the acquisition of the shares of the Company subject to consideration at the shareholders' meeting as required by laws and Article 28 of the Articles of Association ~~under the circumstances as stipulated by the laws and regulations~~; (IV) the merger, spin-off, dissolution, liquidation or change to the form of the Company; (V) the amendments to the Articles of Association; (VI) a single or cumulative material external investment, purchase or disposal of major assets, disposal and write-off of major assets or pledge of material assets which involves an amount exceeding thirty percent (30%) of the latest audited total assets of the Company within one (1) year;

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(VII) to consider approving the establishment of a legal entity (such legal entity refers to a domestic or overseas entity established and controlled by the Company for direct investment purpose); (VIII) dismissal of an independent director; (IX) review and approval of the equity incentive plan; (X) such other matters which, pursuant to ordinary resolutions passed at the shareholders' general meeting, are considered to have material effect on the Company and require approval by special resolutions.	(VII) to consider approving the establishment of a legal entity (such legal entity refers to a domestic or overseas entity established and controlled by the Company for direct investment purpose); (VIII) dismissal of an independent director; (IX) review and approval of the equity incentive plan, the employee stock ownership plan; (X) such other matters which, pursuant to ordinary resolutions passed at the shareholders' ~~general~~ meeting, are considered to have material effect on the Company and require approval by special resolutions.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
361	**Article 47** Accumulative voting system must be adopted for the election of directors and supervisors. The said cumulative voting system means that, when no less than two directors or supervisors are elected at the shareholders' general meeting, each share held by shareholders shall have the same number of voting rights as the number of directors and supervisor to be elected, and shareholders may vote by using all their voting rights attached to the shares they hold. Whether a director or supervisor is elected is determined according to the number of votes, while the total number of votes obtained by an elected director or supervisor shall exceed one-half (1/2) of the total number of votes (before cumulating) held by all shareholders attending the shareholders' general meeting.	**Article 47** Accumulative voting system may ~~must~~ be adopted for the election of directors who are not employee representatives ~~and supervisors~~. The election of no less than two (2) independent directors at a shareholders' meeting shall adopt the cumulative voting system. The said cumulative voting system means that, when no less than two (2) directors ~~or supervisors~~ are elected at the shareholders' ~~general~~ meeting, each share held by shareholders shall have the same number of voting rights as the number of directors ~~and supervisor~~ to be elected, and shareholders may vote by using all their voting rights attached to the shares they hold. Whether a director ~~or supervisor~~ is elected is determined according to the number of votes, while the total number of votes obtained by an elected director ~~or supervisor~~ shall exceed one-half (1/2) of the total number of votes (before cumulating) held by all shareholders attending the shareholders' ~~general~~ meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		Where the shareholders' meeting elects directors by cumulative voting, the voting for independent directors and other directors shall be conducted separately, and the elected directors shall be determined in the order of the number of votes obtained, from highest to lowest, based on the number of directors to be elected. Where directors are not elected by cumulative voting, each candidate for director shall be proposed as a separate resolution.
362	**Article 48** A shareholder (including proxy), when voting at a shareholders' general meeting, may exercise voting rights in accordance with the number of shares carrying the right to vote. Each share shall have one vote. Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by the shareholders who are present at a shareholders' general meeting.	**Article 48** A shareholder (including proxy), when voting at a shareholders' ~~general~~ meeting, may exercise voting rights in accordance with the number of shares carrying the right to vote. Each share shall have one (1) vote. Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by the shareholders who are present at a shareholders' ~~general~~ meeting. Where shares carrying voting rights purchased by shareholders are in violation of Article 63 items (I) and (II) under the Securities Law, voting rights attached to the portion of such shares exceeding the stipulated percentage shall not be exercisable and shall not be counted in the total number of voting shares represented at the shareholders' meeting within a period of thirty-six months (36) following the purchase.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
363	**Article 50** Any voting of any resolution shall be counted by at least two representatives of shareholders and one supervisor. The results of voting shall be announced by the vote counters. Any shareholder with interests in the matter under consideration and proxies of such shareholder shall not participate in the vote counting. Meanwhile, before the voting on a resolution is made at the shareholders' general meeting, the auditor of the Company, the share registrar in the place of listing or the external auditor who is qualified as an auditor of the Company shall be elected to participate in the vote counting and scrutinizing and announce the results of voting. The results of voting shall be recorded in the minutes of the meeting. Shareholders of the Company or their proxies who cast their votes by online voting or by other means shall have the right to check the voting results in the way in which they have cast their votes.	**Article 50** ~~Any voting of any resolution shall be counted by at least two representatives of shareholders and one supervisor. The results of voting shall be announced by the vote counters. Any shareholder with interests in the matter under consideration and proxies of such shareholder shall not participate in the vote counting.~~Before voting on a proposal in the shareholders' meeting, two (2) shareholder representatives shall be elected to participate in voting counting and act as scrutineers. When shareholders have related-party relationships or connected relationships in a proposed matter, the related shareholders and proxiesare not allowed to participate in vote counting and scrutinizing process. ~~Meanwhile, before the voting on a resolution is made~~When proposals are voted on at the shareholders' ~~general~~ meeting, ~~the auditor of the Company, the share registrar in the place of listing or the external auditor who is qualified as an auditor of the Company shall be elected to participate in~~ the vote counting and scrutinizing process shall be jointly responsible and performed by a qualified third-party institution (i.e. the scrutineering institution) and a representative of shareholders, and announce the ~~results of~~ voting results on-site. The ~~results of~~ voting results of a resolution shall be recorded in the minutes of the meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		Shareholders of the Company or their proxies who cast their votes by online voting or by other means shall have the right to check the voting results in the way in which they have cast their votes.
364	**Article 51** Any vote of shareholders at a shareholders' general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.	**Article 51** Any vote of shareholders at a shareholders' ~~general~~ meeting must be taken by registered poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
365	**Article 53** When a matter in relation to related party transactions is considered at the shareholders' general meeting, related shareholders shall not participate in the voting, and all the shares with voting rights represented by him/her/it shall not be counted into the total number of valid votes.	**Article 53** ~~When a matter in relation torelated party transactions is considered at the~~ Where a shareholders' ~~general~~ meeting~~,~~ considers a related party transaction or a connected transaction under the Hong Kong Listing Rules, shareholders who are required to abstain from voting in accordance with the applicable laws and regulations or the securities regulatory rules of the place(s) where the Company's shares are listed shall not participate in the voting on the relevant matter, and ~~all~~ the number of shares ~~with voting rights~~ represented by ~~him/her/it~~them shall not be counted in~~to~~ the total number of valid ~~votes.~~voting rights in respect of such matter. The announcement of the resolutions of the shareholders' meeting shall, in accordance with the applicable requirements, disclose the circumstances of such abstention and the voting results of the shareholders who are entitled by law to participate in such voting.
366	**Article 54** When considering a proposed resolution at a shareholders' general meeting, no amendments shall be made thereto. Otherwise, any change made thereto shall be considered as a new proposed resolution, of which the voting shall not proceed in that meeting.	**Article 54** When considering a proposed resolution at a shareholders' ~~general~~ meeting, no amendments shall be made thereto. Otherwise, any change made thereto shall be considered as a new proposed resolution, of which the voting shall not proceed in that meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
367	**Article 55** At any shareholders' general meeting, voting shall be with registered voter.	~~**Article 55** At any shareholders' general meeting, voting shall be with registered voter.~~
368	**Article 56** The board of directors, independent directors and certain qualified shareholders of the Company may canvass the Company's shareholders for votes at shareholders' general meetings. The canvass for votes shall be made without compensation and relevant information shall be efficiently disclosed to the shareholders being canvassed.	**Article ~~56~~55** The board of directors, independent directors~~ and certain qualified~~ ,shareholders holding at least one percent (1%) of the ~~Company may canvass~~shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the ~~Company's,~~CSRC may collect the shareholders ~~for~~' voting rights. While soliciting votes ~~at~~of shareholders~~'~~ ~~general meetings. The canvass for votes,~~ sufficient disclosure of information such as the specific voting preference shall be made ~~without compensation and relevant information shall be efficiently disclosed~~ to the shareholders from whom voting rights are being ~~canvassed.~~solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. Except for the statuary conditions, the Company shall not impose any limitation related to the minimum shareholding percentage on the solicitation of voting rights.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
369	**Article 57** Each resolution shall be voted individually at the shareholders' general meeting. Should there be different resolution on the same matter, voting should be made in the order of the resolutions proposed. Except for special reasons such as force majeure causing the shareholders' general meeting to be suspended or unable to reach a resolution, the shareholders' general meeting shall not set aside any resolution or have any resolution not voted.	**Article 5~~7~~6** Other than cumulative voting system, ~~E~~ each resolution shall be voted individually at the shareholders' ~~general~~ meeting. Should there be different resolution on the same matter, voting should be made in the order of the resolutions proposed. Except for special reasons such as force majeure causing the shareholders' ~~general~~ meeting to be suspended or unable to reach a resolution, the shareholders' ~~general~~ meeting shall not set aside any resolution or have any resolution not voted.
370	**Article 58** When proposals are voted on at the shareholders' general meeting, the lawyer, shareholders' representative and supervisors' representative shall be jointly responsible for the counting and monitoring of the ballots and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.	**Article ~~58~~57** When proposals are voted on at the shareholders' ~~general meeting, the lawyer, shareholders' representative and supervisors' representative shall be jointly responsible for~~meeting, the counting and monitoring of the ballots and ~~shall announce~~ the ~~voting results on~~announcement of the ~~spot, which~~ voting results shall be ~~recorded~~carried out in accordance with Article 50 of the ~~meeting minutes~~Rules.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
371	**Article 59** Shareholders attending the shareholders' general meeting shall vote for, vote against or abstain from voting on the resolutions proposed. Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".	**Article 598** Shareholders attending the shareholders' ~~general~~ meeting shall vote for, vote against or abstain from voting on the resolutions proposed. Except when the securities registration and settlement institution, as the notional holder of shares traded under the interconnection mechanism of the Mainland and Hong Kong stock markets, or a recognized clearing house as defined in the relevant ordinances from time to time in force under the laws of Hong Kong, or its proxies, as the notional holder, makes the declaration in accordance with the intention of the actual holder. Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".
372	**Article 60** On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in the same way.	**Article ~~60~~59** On a poll taken at a meeting, a shareholder (including proxy) entitled to two (2) or more votes need not cast all his/her votes in the same way.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
373	**Article 61** The chairman of the meeting shall determine, based on the results of voting, whether the resolutions of the shareholders' general meeting are approved. The chairman's decision is the final decision, and the results of voting shall be announced in the meeting. The results of voting on resolutions shall be recorded in the minutes of the meeting.	**Article 6~~1~~0** ~~The chairman of the meeting shall determine, based on the results of voting, whether the resolutions of the shareholders' general meeting are approved. The chairman's decision is the final decision, and the results of voting shall be announced in the meeting. The results of voting on resolutions shall be recorded in the minutes of the meeting.~~ A physical shareholders' meeting shall not end earlier than the one convened online or by other means, and the chairperson of the meeting shall announce the details and results of the voting on each proposal and announce whether a proposal is passed according to the voting results. Before the formal announcement of the voting results, the companies, tellers, scrutineers, shareholders, network service provider and other relevant parties involved in the on-the-spot voting, online voting and other means of voting shall be under confidentiality obligation in relation to the voting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
374	**Article 62** In the event that the chairman of the meeting has any doubt as to the results of voting on the resolutions put forward to be voted, he/she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the results of voting, the chairman of the meeting shall have the votes counted immediately.	**Article 6~~2~~1** In the event that the chairman of the meeting has any doubt as to the results of voting on the resolutions put forward to be voted, he/she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the results of voting, the chairman of the meeting shall have the votes counted immediately.
375	**Article 63** In the event that the votes are counted at the shareholders' general meeting, the counting results shall be recorded in the minutes of the meeting.	**Article 63~~2~~** In the event that the votes are counted at the shareholders' ~~general~~ meeting, the counting results shall be recorded in the minutes of the meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
376	**Article 64** The secretary to the board of directors shall be responsible for preparing the minutes of the shareholders' general meeting, which shall contain: (I) the time, venue, agenda of the meeting, and the name of the convener; (II) the name of the chairman of the meeting, the directors, supervisors and senior management members attending or present at the meeting; (III) the number of shareholders and proxies attending the meeting, the total number of their voting shares and their respective proportions to the total number of shares of the Company; (IV) the process of examining each motion, main points of speech and the outcome of voting; (V) the inquiries or suggestions of the shareholders and the corresponding replies or explanations; (VI) the name of the lawyer, vote counter and scrutineer; (VII) other contents which shall be contained in the minutes of the meeting as prescribed by laws, regulations, regulatory documents and the Articles of Association.	**Article 6~~4~~3** The secretary to the board of directors shall be responsible for preparing the minutes of the shareholders' ~~general~~ meeting, which shall contain:s (I) the time, venue, agenda of the meeting, and the name of the convener; (II) the name of the chairman of the meeting, the directors~~, supervisors~~ and senior management members ~~attending or~~ present at the meeting; (III) the number of shareholders and proxies attending the meeting, the total number of their voting shares and their respective proportions to the total number of shares of the Company; (IV) the process of examining each motion, main points of speech and the outcome of voting; (V) the inquiries or suggestions of the shareholders and the corresponding replies or explanations; (VI) the name of the qualified third-party institution (i.e. the scrutineering institution) ~~lawyer~~, vote counter and scrutineer; (VII) other contents which shall be contained in the minutes of the meeting as prescribed by laws, regulations, regulatory documents and the Articles of Association.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
377	**Article 65** Photocopies of the minutes of the meeting shall be available for inspection during business hours of the Company by any shareholder without charge. If any shareholder demand from the Company a photocopy of such minutes, the Company shall send a photocopy to him/her within ten (10) days upon receipt of reasonable charges.	**Article 654** ~~Photocopies of the minutes of the meeting shall be available for inspection during business hours of the Company by any shareholder without charge. If any shareholder demand from the Company a photocopy of such minutes, the Company shall send a photocopy to him/her within ten (10) days upon receipt of reasonable charges.~~ Where a shareholder requests to inspect or obtain information, such shareholder shall submit a written request to the Company and provide evidence of its shareholding in the Company. The Company shall, after verifying the shareholder's identity, provide the relevant information in accordance with the law; where laws and regulations impose other conditions on the inspection or copying of specific information, those provisions shall prevail. Shareholders and the intermediaries engaged by them shall, when inspecting or copying the relevant materials, comply with the provisions of laws and administrative regulations relating to the protection of state secrets, trade secrets, personal privacy and personal information.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
378	**Article 66** The convener shall ensure the truth, accuracy and completeness of the minutes of the meeting. The directors, the supervisors, the secretary to the board of directors, the convener or the representative, and the chairman of the meeting shall sign on the minutes of the meeting. The minutes of meeting shall be kept together with the attendance register of the attending shareholders and the power of attorney of the proxies, and the effective information on the voting shall be kept permanently.	**Article 665** The convener shall ensure the truth, accuracy and completeness of the minutes of the meeting. The directors attending or present at the meeting, ~~the supervisors,~~ the secretary to the board of directors, the convener or the representative, and the chairman of the meeting shall sign on the minutes of the meeting. The minutes of meeting shall be kept together with the attendance register of the attending shareholders and the power of attorney of the proxies, and the effective information on the voting shall be kept permanently.
379	**Article 67** Resolutions of the shareholders' general meeting shall be announced as soon as possible after the meeting is concluded. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares held by them and the proportion of these shares to the total number of the voting shares of the Company, the total number of shares, if any, required to abstain from voting for and/or abstain from voting on a particular resolution as required by the securities regulatory authorities of the place where the Company's shares are listed, the voting method, the results of voting for every resolution, details of each of the resolutions passed as well as capacity of the vote counter and scrutinizer.	**Article 67~~7~~6** Resolutions of the shareholders' ~~general~~ meeting shall be announced as soon as possible after the meeting is concluded. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares held by them and the proportion of these shares to the total number of the voting shares of the Company, the total number of shares, if any, required to abstain from voting for and/or abstain from voting on a particular resolution as required by the securities regulatory authorities of the place where the Company's shares are listed, the voting method, the results of voting for every resolution, details of each of the resolutions passed as well as capacity of the vote counter and scrutinizer.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	The Company shall report the resolutions to the NFRA within thirty (30) days after the resolutions have been passed by the shareholders' general meeting.	In the event a proposal is not adopted, or the shareholders' meeting makes any modification to any resolution adopted at the previous shareholders' meeting, a specific indication shall be made in the announcement on resolutions of the shareholders' meeting. The Company shall report the resolutions to the insurance regulating authority ~~NFRA~~ within thirty (30) days after the resolutions have been passed by the shareholders' ~~general~~ meeting.
380	**Article 68** Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of Association. Save for holders of shares of other classes, the holders of domestic shares and holders of overseas-listed foreign shares are deemed to be different classes of shareholders. The holders of non-listed foreign shares and holders of domestic shares are of same class of shareholders.	**Article 68~~7~~** Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of Association. ~~Save for holders of shares of other classes, the holders of domestic shares and holders of overseas-listed foreign shares are deemed to be different classes of shareholders. The holders of non-listed foreign shares and holders of domestic shares are of same class of shareholders.~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	Class shareholders of the Company shall enjoy equal rights in any dividends or other forms of distribution. A shareholder of Company who is a legal person shall appoint its legal representative or a proxy authorized by the legal representative to exercise its rights on its behalf. Where the share capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting right" or "limited voting right."	~~Class shareholders of the Company shall enjoy equal rights in any dividends or other forms of distribution. A shareholder of Company who is a legal person shall appoint its legal representative or a proxy authorized by the legal representative to exercise its rights on its behalf.~~ Where the share capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting right" or "limited voting right."
381	**Article 69** Any variation or abrogation of the rights of any class of shareholders proposed by the Company shall be approved by a special resolution of a shareholders' general meeting and by the shareholders of the affected class at a separate class meeting convened in accordance with Articles 127 to 131 of the Articles of Association.	**Article 69<u>8</u>** Any variation or abrogation of the rights of any class of shareholders proposed by the Company shall be approved by a special resolution of a shareholders' ~~general~~ meeting and by the shareholders of the affected class at a separate class meeting convened in accordance with ~~Articles 127 to 131 of~~ the Articles of Association <u>and the Rules</u>.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
382	**Article 71** Shareholders of the affected class, whether or not having the right to vote at shareholders' general meetings, shall have the right to vote at the relevant class meeting in relation to any of the matters under circumstances (II) to (VIII) and (XI) to (XII) of the preceding paragraph, but interested shareholders shall not be entitled to vote at the relevant class meeting. Interested shareholders mentioned in the preceding paragraph shall have the following meanings: (I) in the case of an offer by the Company to repurchase its own shares to all shareholders on a pro rata basis or a repurchase by the Company of its own shares on a stock exchange in accordance with Article 28 of the Articles of Association, "interested shareholders" shall mean the controlling shareholder as defined in Article 63 of the Articles of Association; (II) in the case of a repurchase by the Company of its own shares by an off-market agreement in accordance with Article 28 of the Articles of Association, "interested shareholders" shall mean the shareholders connected with such agreement;	**Article 7~~1~~0** Shareholders of the affected class, whether or not having the right to vote at shareholders' ~~general~~ meetings, shall have the right to vote at the relevant class meeting in relation to any of the matters under circumstances (II) to (VIII) and (XI) to (XII) of the preceding paragraph, but interested shareholders shall not be entitled to vote at the relevant class meeting. Interested shareholders mentioned in the preceding paragraph shall have the following meanings: (I) in the case of an offer by the Company to repurchase its own shares to all shareholders on a pro rata basis or a repurchase by the Company of its own shares on a stock exchange in accordance with ~~Article 28~~ the provisions of the Articles of Association relating to repurchase of shares, "interested shareholders" shall mean the controlling shareholder as defined in ~~Article 63 of~~ the Articles of Association; (II) in the case of a repurchase by the Company of its own shares by an off-market agreement in accordance with the provisions ~~Article 28~~ of the Articles of Association relating to repurchase of shares, "interested shareholders" shall mean the shareholders connected with such agreement;

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(III) in the case of a proposed restructuring of the Company, "interested shareholder" shall mean a shareholder of a class assuming a smaller proportion of liabilities than the other shareholders of that class or who has interests different from those of the other shareholders of the same class. The quorum for a separate class meeting to consider a variation of the rights of that class of shares shall be the holders of at least one-third (1/3) of the issued shares of that class.	(III) in the case of a proposed restructuring of the Company, "interested shareholder" shall mean a shareholder of a class assuming a smaller proportion of liabilities than the other shareholders of that class or who has interests different from those of the other shareholders of the same class. The quorum for a separate class meeting to consider a variation of the rights of that class of shares shall be the representation, by shareholders present in person or by proxy, of at least one-third (1/3) of the total number of the issued shares of that class.
383	**Article 72** A resolution of a class meeting shall be passed in accordance with the preceding paragraph by at least a two-thirds (2/3) majority calculated on the basis of the voting rights held by the shareholders who are present and entitled to vote at the class meeting.	**Article 72~~2~~1** A resolution of a class meeting shall be passed ~~in accordance with the preceding paragraph~~ by at least a two-thirds (2/3) majority calculated on the basis of the voting rights held by the shareholders who are present and entitled to vote at the class meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
384	**Article 73** For the convening of a class meeting of shareholders, the period for issuing a written notice shall be the same as that for issuing a written notice of the non-class meeting of shareholders to be convened together with such class meeting of shareholders. Such written notice shall be given to all shareholders of such class whose names appear in the share register of members, specifying the matters to be considered at, and the date and place of, the meeting.	**Article 732** For the convening of a class meeting of shareholders, the period for issuing a written notice shall be the same as that for issuing a written notice of the non-class meeting of shareholders to be convened together with such class meeting of shareholders. Such written notice shall be given to all shareholders of such class whose names appear in the share register of members, specifying the matters to be considered at, and the date and place of, the meeting.
385	**Article 74** Notice of a class meeting only needs to be given to shareholders entitled to vote thereat. Unless otherwise provided for in the Articles of Association, the procedures for holding the class meeting shall be similar to those for holding the shareholders' general meeting as far as possible, and the provisions in the Articles of Association relating to the procedures for a shareholders' general meeting shall apply to the class meeting.	**Article ~~74~~ 73** Notice of a class meeting only needs to be given to shareholders entitled to vote thereat. Unless otherwise provided for in the Articles of Association, the procedures for holding the class meeting shall be similar to those for holding the shareholders' ~~general~~ meeting as far as possible, and the provisions in the Articles of Association relating to the procedures for a shareholders' ~~general~~ meeting shall apply to the class meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
386	**Article 75** Save for holders of shares of other classes, the holders of domestic shares and holders of non-listed foreign shares are of same class of shareholders, being the holders of non-listed shares, who are of different classes of shareholders with the holders of overseas-listed shares. The special procedures for voting by class shareholders shall not apply in the following circumstances: (I) where the Company issues, upon approval by a special resolution at a shareholders' general meeting, domestic shares and overseas-listed shares once every twelve (12) months, either separately or concurrently, and the respective numbers of domestic shares and overseas-listed shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas-listed shares; (II) where the Company's plan to issue domestic shares and overseas-listed shares at the time of incorporation is carried out within fifteen (15) months from the date of approval by the securities regulatory authorities of the State Council;	**Article 754** Save for holders of shares of other classes, the holders of domestic shares and holders of ~~non~~overseas-listed foreign shares shall be deemed different classes of shareholders ~~are of same class of shareholders, being the holders of non-listed shares, who are of different classes of shareholders with the holders of overseas-listed shares~~. The special procedures for voting by class shareholders shall not apply in the following circumstances: (I) where the Company issues, upon approval by a special resolution at a shareholders' ~~general~~ meeting, domestic shares and overseas-listed shares once every twelve (12) months, either separately or concurrently, and the respective numbers of domestic shares and overseas-listed shares proposed to be issued do not exceed twenty percent (20%) of the respective numbers of the issued domestic shares and overseas-listed shares; (II) ~~where the Company's plan to issue domestic shares and overseas-listed shares at the time of incorporation is carried out within fifteen (15) months from the date of approval by the securities regulatory authorities of the State Council;~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	(III) Where upon the approval from the securities authority of the State Council, the holders of non-listed shares of the Company convert the non-listed shares of the Company held by them to be listed and traded on a foreign stock exchange.	~~(III)~~ Where, upon filing with ~~upon the approval from~~ the securities authority of the State Council, the holders of non-listed shares of the Company convert the non-listed shares of the Company held by them to be listed and traded on a foreign stock exchange.
387	**Article 76** The matters within the competence of the shareholders' general meeting in the Article 2 shall be considered and determined by the shareholders' general meeting, but in necessary, reasonable and legal cases, the shareholders' general meeting may authorize the board of directors to make such determination. The content of such authorisation shall be unambiguous and specific. The shareholders' general meeting shall not delegate any of its statutory functions and powers to the board of directors or any other institutions or individuals.	**Article ~~76~~75** The matters within the competence of the shareholders' ~~general~~ meeting ~~in~~as stipulated by the Article 2 of the Rules shall be considered and determined by the shareholders' ~~general~~ meeting, ~~but in necessary, reasonable and legal cases, the~~ except as otherwise provided in laws, administrative regulations, requirements of CSRC or stock exchange rules, the aforesaid powers of shareholders' ~~general~~ meeting shall not be exercised by the board of directors or other institutions or individuals by the way of authorization. To the extent permitted under laws and regulations and regulatory requirements, the shareholders' meeting may authorize the board of directors to make such determination. ~~The~~ in respect of specific matters in accordance with the provisions of the Articles of Association, the content of such authori~~s~~zation shall be unambiguous and specific. ~~The shareholders' general meeting shall not delegate any of its statutory functions and powers to the board of directors or any other institutions or individuals.~~

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
	For the authorization to the board of directors by the shareholders' general meeting, if the authorization relates to matters required by the Articles of Association to be passed by ordinary resolutions at general meeting, it shall be passed by the shareholders (including proxy of shareholders) representing more than half of the voting rights present in the shareholders' general meeting; if the authorization relates to matters required by the Articles of Association to be passed by special resolutions of general meeting, it shall be passed by shareholders (including proxy of shareholders) representing two thirds (2/3) or more of the voting rights present in the shareholders' general meeting.	For the authorization to the board of directors by the shareholders' ~~general~~ meeting, if the authorization relates to matters required by the Articles of Association to be passed by ordinary resolutions at ~~general~~shareholders' meeting, it shall be passed by the shareholders (including proxy of shareholders) representing more than half of the voting rights present in the shareholders' ~~general~~ meeting; if the authorization relates to matters required by the Articles of Association to be passed by special resolutions of ~~general~~shareholders' meeting, it shall be passed by shareholders (including proxy of shareholders) representing at least two thirds (2/3) ~~or more~~ of the voting rights present in the shareholders' ~~general~~ meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
388	**Article 77** Matters subject to decision by general meetings as required by law, administrative regulations, department rules and the Articles of Association shall be considered by shareholders' general meetings, while the shareholders' general meeting shall not authorize the board of directors to decide.	**Article ~~77~~76** Matters subject to decision by ~~general~~ shareholders' meetings and shall not be authorized as required by law, administrative regulations, ~~department rules~~requirements of CSRC, stock exchange rules and the Articles of Association shall be considered and decided by shareholders' ~~general~~ meetings~~, while the shareholders' general meeting shall not authorize the board of directors to decide~~. Unless the Company is in a crisis or other special circumstances, the Company shall not enter into any contract with any person other than directors, and senior management personnel whereby the management of the whole or any substantial part of any business of the Company is to be handed over to such a person without the approval of shareholders by a special resolution in a shareholders' meeting.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
389	**Article 78** When the board of directors decides on the authorized matters, the matters shall be fully discussed and demonstrated. It may also retain a consulting agency, if necessary, to ensure that the matters to be decided in a scientific and reasonable way. The board of directors shall duly perform its duties in information disclosure and be voluntarily subject to the supervision of the shareholders of the Company, supervisory committee and other relevant securities or insurance supervisory departments during the decision-making process on the authorized matters.	**Article 787** When the board of directors decides on the authorized matters, the matters shall be fully discussed and demonstrated. It may also retain a consulting agency, if necessary, to ensure that the matters to be decided in a scientific and reasonable way. The board of directors shall duly perform its duties in information disclosure and be voluntarily subject to the supervision of the shareholders of the Company, ~~supervisory~~ audit committee and other relevant securities or insurance supervisory departments during the decision-making process on the authorized matters.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
390	**Article 79** The board of directors shall give specific reports to the shareholders' general meeting about the implementation of the matters that are authorized to be dealt by the board of directors in the resolution of the last shareholders' general meeting. In case the resolution of the shareholder' general meeting fails to be implemented due to special reasons, the board of directors are obliged to state the reasons.	**Article ~~79~~78** The board of directors shall organize and implement the resolutions of the shareholders' meeting, and give ~~specific~~ reports to the shareholders' ~~general~~ meeting about the implementation of the matters ~~that are authorized to be dealt by the board of directors in the resolution of the last shareholders' general meeting. In case the resolution of the shareholder' general meeting fails to be implemented due to special reasons, the board of directors are obliged to state the reasons~~. Where proposals regarding election of directors were passed at the shareholders' meeting, the appointment of newly appointed directors shall be effective from the date of formal appointment of the Company when the approval of election at the shareholders' meeting and qualification from the regulatory authority is obtained in accordance with the law.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
		Where proposals regarding cash dividend, stock distribution or conversion of the capital reserve into share capital were passed at the shareholders' meeting, the Company shall implement the specific plan within two (2) months after conclusion of the shareholders' meeting. If the specific proposal cannot be implemented within two (2) months due to the requirements of laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date may be adjusted accordingly in compliance with such regulations and as appropriate.
391	**Article 80** If any contents of a resolution of the shareholders' general meeting of the Company violate the laws, administrative regulations or the Articles of Association, or the convening procedures or voting methods for the shareholders' general meeting violate the laws administrative regulations or the Articles of Association, the shareholders shall have the right to exercise their relevant rights by way as provided in the Articles of Association.	~~**Article 80** If any contents of a resolution of the shareholders' general meeting of the Company violate the laws, administrative regulations or the Articles of Association, or the convening procedures or voting methods for the shareholders' general meeting violate the laws administrative regulations or the Articles of Association, the shareholders shall have the right to exercise their relevant rights by way as provided in the Articles of Association.~~ **Article 79** If any resolution of the shareholders' meeting is invalid, revoked or not established, the settlement of relevant disputes, implementation of the resolutions and the information disclosure shall be handled according to the requirements of the resolutions effectiveness of laws, administrative regulations and the Articles of Association.

No.	Rules of Procedures for Shareholders' Meetings Before Revision	Rules of Procedures for Shareholders' Meetings After Revision
392	**Article 81** The rules of procedures shall be drafted by the board of directors, and shall become effective upon approval at the shareholders' general meeting. The board of directors shall revise the Rules according to the resolution of the shareholders' general meeting and the approval opinions of the relevant competent authorities.	**Article 8~~1~~0** The rules of procedures shall be drafted by the board of directors, and shall become effective upon approval at the shareholders' ~~general~~ meeting and when these amendments to the Articles of Association become effective. The board of directors shall revise the Rules according to the resolution of the shareholders' ~~general~~ meeting and the approval opinions of the relevant competent authorities.
393	**Article 83** In the Rules, the phrase "exceeds" includes the number itself while the phrase "less than", "under" or "above" do not include the number itself.	**Article 83~~2~~** In the Rules, the phrase "~~exceeds~~above" or "within" includes the number itself while the phrase "~~less than~~over", "~~under~~beyond" ~~or,~~ "~~above~~less than", "more than" or "exceeding" do not include the number itself.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
394	These rule of procedures were approved at the annual general meeting of 2022 on June 15, 2023.	~~These rule of procedures were approved at the annual general meeting of 2022 on June 15, 2023.~~
395	**Article 1** In order to further standardize the rules governing the meetings and decision-making procedures of the board of directors (the "Board") of ZhongAn Online P & C Insurance Co., Ltd.* 眾安在綫財產保險股份有限公司) (the "Company"), to ensure the effective implementation of the duties of directors and the Board, to accelerate the codification, effective operation and scientific decision-making of the Board, and to improve the corporate governance structure, these Rules of Procedures of the Board of Directors (the "Rules") have been formulated pursuant to the Company Law of the People's Republic of China (the "Company Law"), Insurance Law of the People's Republic of China (the "Insurance Law"), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions"), the Letter of Opinions on Supplemental Amendments to Articles of Association of Companies Listed	**Article 1** In order to further standardize the rules governing the meetings and decision-making procedures of the board of directors (the "Board") of ZhongAn Online P & C Insurance Co., Ltd.* 眾安在綫財產保險股份有限公司) (the "Company"), to ensure the effective implementation of the duties of directors and the Board, to ~~accelerate thecodification,~~ improve the decision-making level of the Board, to promote the standardized and effective operation ~~and scientific decision-making~~ of the Board, and to improve the corporate governance structure, these Rules of Procedures of the Board of Directors (the "Rules") have been formulated pursuant to the Company Law of the People's Republic of China (the "Company Law"), the Insurance Law of the People's Republic of China (the "Insurance Law"), ~~Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions"),~~

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	in Hong Kong issued from the Overseas Listing Division of the China Securities Regulatory Commission and the Production Systems Division of the State Commission for Economic Restructuring the "Overseas Letter from CSRC"), Guidelines for Articles of Association of Insurance Companies (the "Guidelines for Articles of Association of Insurance Companies"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the "Articles of Association") and other relevant laws and administrative regulations, departmental rules and normative documents in association with the prevailing circumstances of the Company.	~~the Letter of Opinions on Supplemental Amendments to Articles of Association of Companies Listed in Hong Kong issued from the Overseas Listing Division of the China Securities Regulatory Commission and~~ the Securities Law of the People's Republic of China, the Trial Measures on the Administration of Overseas Securities Offering and Listing by Domestic Enterprises, the ~~Production Systems Division of the State Commission for Economic Restructuring the "Overseas Letter from CSRC"),~~ Guidelines for Articles of Association of Insurance Companies ~~(the "Guidelines for Articles of Association of Insurance Companies"), the~~ , the Corporate Governance Guidelines for Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), ~~the Corporate Governance Guidelines for Banking and Insurance Institutions,~~ the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the "Articles of Association") and other relevant laws ~~and~~ , administrative regulations, departmental rules ~~and~~, normative documents in ~~association~~combination with the prevailing circumstances of the Company. The term "Insurance Regulatory Authority" referred to in the Rules has the same meaning as defined in the Articles of Association.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
396	**Article 2** The Board is the decision-making body of the Company and shall report to the shareholders' general meeting. The Board shall perform its duties according to the requirements of the Company Law, the Articles of Association and other relevant laws, regulations and normative documents. The Board shall operate according to the principles of compliance with laws and regulations, collective decision-making, and being professional and efficient.	**Article 2** The Board is the decision-making body of the Company and shall report to the shareholders' ~~general~~ meeting. The Board shall perform its duties according to the requirements of the Company Law, the Articles of Association and other relevant laws, regulations and normative documents. The Board shall operate according to the principles of compliance with laws and regulations, collective decision-making, and being professional and efficient.
397	**Article 3** A director is elected by the shareholders' general meeting, the term of office for each session shall be three (3) years. A director may serve consecutive terms if re-elected upon expiry of the term of office. The positions of the chairman of the Board and general manager of the Company shall be held by separate persons. If a director proposed to be appointed fails to obtain the approval on qualifications, the shareholders' general meeting shall conduct re-election to fill the vacancy of the position based on the re-nomination of the shareholder who nominates such director.	~~**Article 3** A director is elected by the shareholders' general meeting, the term of office for each session shall be three (3) years. A director may serve consecutive terms if re-elected upon expiry of the term of office. The positions of the chairman of the Board and general manager of the Company shall be held by separate persons.~~ ~~If a director proposed to be appointed fails to obtain the approval on qualifications, the shareholders' general meeting shall conduct re-election to fill the vacancy of the position based on the re-nomination of the shareholder who nominates such director.~~

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	The term of office of a director shall commence from the date of the approval on the director's qualifications from the NFRA until expiry of the term of the prevailing session of the Board. Prior to the expiration of a director's term of office, the shareholders' general meeting shall not dismiss him/her without any reason. In circumstances provided by laws, regulations or the Articles of Association, the shareholders' general meeting may remove any director whose term of office has not expired by an ordinary resolution, but such removal does not affect the rights of such director to make any claim under any contract. If the term of office of a director expires but re-election is not made forthwith, before the re-elected director takes office, such retiring director shall continue to perform his/her duties as a director pursuant to the requirements of laws, administrative regulations, departmental rules and the Articles of Association.	~~The term of office of a director shall commence from the date of the approval on the director's qualifications from the NFRA until expiry of the term of the prevailing session of the Board. Prior to the expiration of a director's term of office, the shareholders' general meeting shall not dismiss him/her without any reason.~~ ~~In circumstances provided by laws, regulations or the Articles of Association, the shareholders' general meeting may remove any director whose term of office has not expired by an ordinary resolution, but such removal does not affect the rights of such director to make any claim under any contract.~~ **Article 3** A non-employee representative director is elected or replaced by the shareholders' meeting, and may be discharged by the shareholders' meeting before the expiration of term of office.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		The Board of the Company shall have one (1) employee representative director. The election and replacement of the employee representative director shall be decided by the employee representative meeting, the general meeting of employees or other democratic decision-making methods, and need not be submitted to the shareholders' meeting for consideration. Senior management personnel shall not concurrently serve as employee director. The term of office for each session of directors shall be three (3) years. A director may serve consecutive terms if re-elected upon expiry of the term of office. The positions of the chairman of the Board and general manager of the Company shall be held by separate persons. The cumulative term of office and re-election of the independent directors shall be implemented according to the Articles of Association. If a director proposed to be appointed fails to obtain the approval on qualifications, the Company shall conduct re-nomination and re-election according to the procedures of nomination and election as stipulated by the Articles of Association; Non-employee director shall be elected by the shareholders' meeting, while employee director shall be elected in accordance with legal democratic procedure.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		The office and the term of office of newly appointed directors shall be implemented according to the requirements of the Articles of Association in relation to the decision on director election, the approval of qualification and calculation of terms; Where the directors are required the approval of qualification in accordance with laws, the directors shall not hold office before obtaining the approval of qualification from the Insurance Regulatory Authority. The shareholders' meeting may make resolutions on removal of non-employee directors whose term of office has not expired according to the Articles of Association, and the removal will be effective from the date of the resolution; Removing an independent director shall be passed by a special resolution at the shareholders' meeting, and implement the procedures of notice, statement and regulatory report as stipulated by the Articles of Association. The removal does not affect the rights of directors to make claims under laws or contracts. The replacement of employee representative director shall be handled in accordance with legal democratic procedures.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		If the term of office of a director expires but re-election is not made forthwith, or the newly appointed director can not take office due to the reasons such as his failure to obtain the approval of qualification from the Insurance Regulatory Authority, before the re-elected director takes office, such retiring director shall continue to perform his/her duties as a director pursuant to laws, regulations, regulatory requirements and the Articles of Association. If the retiring director shall not continue performing his/her duties in accordance with laws or can not perform his/her duties, the Company shall handle in accordance with the relevant requirements of laws and regulations, regulatory requirements and the Articles of Association.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		A director may resign before expiry of his/her term of office. When a director resigns, he/she shall submit a written resignation report to the Company, which shall be accepted by the Board, and specify the circumstances that other directors and shareholders shall pay attention to. The secretary of the Board shall inform other directors and shareholders of the Company in relation to the resignation of the director in time. If the resignation of a director results in the number of the Board of the Company falling below the statutory minimum or two thirds (2/3) of the members as stipulated by the Articles of Association in relation to the composition of the Board~~If the term of office of a director expires but re-election is not made forthwith~~, before the re-elected director takes office, such retiring director shall continue to perform his/her duties as a director pursuant to the requirements of laws, administrative regulations, departmental rules and the Articles of Association.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		The resignation of a director shall be effective from the date of receipt of the written resignation report. If a director shall continue performing duties as a director in accordance with laws, the company shall implement in compliance to laws and regulations, regulatory requirements and the Articles of Association. If the Company is in the process of disposing of material risks, the directors shall not resign without the approval of the Insurance Regulatory Authorities. The powers of the Board shall be exercised by the shareholders' meeting until the number of directors meets the requirements when the membership of the Board is lower than the minimum number specified in the Company Law or the minimum number required for voting by the Board due to the dismissal by the shareholders' meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors. The matters in relation to the written explanation, regulatory report, re-election and continuing performance of the resignation of an independent director, shall be handled in accordance with the special requirements of independent directors in the Articles of Association; If a director shall not continue performing duties or cannot perform duties, the arrangement of continuing performing is not applicable.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
398	**Article 4** The directors of the Company shall have good conduct and reputation, professional knowledge and working experience commensurate with their duties and responsibilities and satisfy the conditions stipulated in laws and regulations, the listing rules of the place where the Company's securities are listed and requirements of the NFRA. The election or appointment of a director who is elected or appointed in violation of this Article shall be void and invalid. During the term of office of the directors, if circumstances in breach of laws and regulations, the listing rules of the place where the Company's securities are listed and regulatory requirements relating to the qualifications or requirement conditions of the directors arise, such persons shall be dismissed by the Company.	**Article 4** The directors of the Company shall have good conduct and reputation, professional knowledge and working experience commensurate with their duties and responsibilities and satisfy the conditions stipulated in laws and regulations, the listing rules of the place where the Company's securities are listed and requirements of the ~~NFRA~~Insurance Regulatory Authority. The election or appointment of a director who is elected or appointed in violation of this Article shall be void and invalid. During the term of office of the directors, if circumstances in breach of laws and regulations, the listing rules of the place where the Company's securities are listed and regulatory requirements relating to the qualifications or requirement conditions of the directors arise, such persons shall be dismissed by the Company.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		The Company shall have independent directors. Save as otherwise specified in the Articles of Association in relation to the independent directors, the provisions of eligibility and obligations on directors in the Articles of Association shall apply to independent directors. Independent directors shall have higher professional quality and good reputation, independent directors shall satisfy relevant laws and regulations, normative documents and qualification requirements required by the Insurance Regulatory Authority and relevant stock exchanges. Independent directors shall perform their duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the insurance institutions, insurance consumers, and minority shareholders, and shall not be influenced by substantial shareholders, de facto controllers, management, or other entities or individuals with material interests in the insurance institution. The independent directors' basic conditions of appointment, restriction of concurrent positions and standard of independence shall be implemented in accordance with the requirements in relation to independent directors in the Articles of Association.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
399	**Article 5** The Company shall have a Board accountable to the shareholders' general meeting. The Board is composed of eleven (11) directors, including one (1) chairman, two (2) executive directors, five (5) non-executive directors (excluding independent directors), four (4) independent directors, and at least one independent director shall possess appropriate professional qualifications or appropriate accounting or relevant financial management expertise. Executive directors may be general managers or other senior management members, but the total number of directors who are concurrently serving as general manager or other senior management member and directors who are also employee representatives shall not be more than half (1/2) of the total number of Board members of the Company.	**Article 5** The Company shall have a Board accountable to the shareholders' ~~general~~ meeting. The Board is composed of twelve (12) ~~eleven (11)~~ directors, including ~~one (1) chairman,~~ two (2) executive directors, five (5) non-executive directors (excluding independent directors), one (1) director who is an employee representative and four (4) independent directors~~, and at least one independent director shall possess appropriate professional qualifications or appropriate accounting or relevant financial management expertise~~. The board of directors shall have one (1) chairman who shall be elected and removed by more than half of all directors of the Board, for a term of three (3) years, and shall be eligible for re-election and re-appointment. ~~Executive d~~Directors who are not employee representatives may be general managers or other senior management members, but the total number of directors who are concurrently serving as general manager or other senior management member and directors who are also employee representatives shall not be more than half (1/2) of the total number of Board members of the Company.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
400	**Article 6** The director candidates shall be proposed to the shareholders' general meeting as a motion for resolution. Besides, the Board or the shareholders who individually or jointly own at least 3% shares of the Company shall have the right to propose a motion on the name list of director candidates. The director candidates shall be proposed to the shareholders' general meeting as a motion for resolution. The nominator of a director candidate shall submit a specific explanation on the appointment qualifications and professional experience of such candidate at the time of nomination for submission to the shareholders' general meeting.	**Article 6** The list of non-employee representative director candidates shall be proposed to the shareholders' ~~general~~ meeting as a motion for resolution. ~~Besides, the Board or the~~ For shareholders who individually or in aggregate hold ~~jointly own~~ at least ~~3%~~ three percent (3%) of the Company's total voting shares, and the nomination and remuneration management committee of the ~~Company~~board of directors shall have the right to propose ~~a motion on~~in writing to the ~~the name list of director.~~ candidates of board of directors for non-independent directors, and the number of candidates for directors shall not exceed the vacancy of the Board; for the shareholders who individually or in aggregate hold at least one percent (1%) of the Company's total voting shares, the nomination committee and remuneration management committee, the audit and consumer rights protection committee (the "audit committee") shall have the right to propose candidates for independent directors in writing to the board of directors, and the number of candidates for directors shall not exceed the vacancy of the board of directors.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		~~The director candidates shall be proposed to the shareholders' general meeting as a motion for resolution.~~ The candidates for non-employee representative directors shall make written undertakings prior to the shareholders' meeting is convened that he/she agrees to accept the nomination and the information provided to the shareholders is true, accurate and complete and warrants that he/she will perform his/her duties as a director upon election. In principle, directors nominated by the same shareholder and its related parties shall not exceed one-third (1/3) of the total number of Board members, unless otherwise stipulated by the state.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	In principle, directors nominated by the same shareholder and its related parties shall not exceed one-third of the total number of Board members, unless otherwise stipulated by the state. A director who retires upon expiry of the term of office shall submit an outgoing report to the Board of the Company to explain the performance of duties during his/her term of office and transfer all his/her duties and functions undertaken. If a director resigns due to reasons other than the expiry of the term of office, in addition to compliance with the aforesaid requirements, he/she shall also give specific explanation on the reason of his/her resignation in the outgoing report, and the outgoing report shall also be reported to the Supervisory Committee for filing. The shareholders' general meeting shall make necessary amendments to the election and appointment rules of directors and the composition of the Board upon listing of the Company in accordance with the relevant laws, regulations and stock exchange rules of the listing venue.	The nomination committee and remuneration management committee under the board of directors shall avoid being affected by shareholders and shall exercise the right to nominate directors in an independent and prudent manner. Shareholders who have nominated non-independent directors and their related parties shall not nominate independent directors. The nomination of candidates for independent directors shall also satisfy the requirements of the Articles of Association in relation to that the nominator shall issue the opinion regarding independence and qualification in writing, and the nominating shareholders and their related shareholders shall not vote upon the independent director candidate nominated by them.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		If shareholders propose candidates for directors by way of extraordinary proposal, the shareholders shall not only satisfy the conditions of nomination as stipulated by the Articles of Association, but also be subject to the Articles of Association and the requirements of the Rules Procedures of the Shareholders' Meeting in relation to the extraordinary proposal. The Company shall not restrict the shareholders from exercising the rights of proposal by setting another submission access for nomination. The minimum length of the period, of which notice of the nomination of candidates for a director as well as the candidate's indication of willingness to be elected, shall be subject to the Articles of Association and the securities regulatory rules of the place where the Company's shares are listed. The nominator of a director candidate shall ~~submit a specific explanation on the appointment~~make special statement on the qualifications and professional experience of such candidate at ~~the time of nomination for submission to~~ the shareholders' ~~general~~ meeting.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		~~A director who retires upon expiry of the term of office shall submit an outgoing report to the Board of the Company to explain the performance of duties during his/her term of office and transfer all his/her duties and functions undertaken.~~ ~~If a director resigns due to reasons other than the expiry of the term of office, in addition to compliance with the aforesaid requirements, he/she shall also give specific explanation on the reason of his/her resignation in the outgoing report, and the outgoing report shall also be reported to the Supervisory Committee for filing.~~

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	Article 7 The chairman of the Board shall be elected and removed by more than one-half of all the directors. The chairman shall hold office for a term of three (3) years, and may serve consecutive terms if re-elected. In case that the board of directors may not be re-elected upon the expiration of its term of office due to the failure of shareholder's qualification to satisfy the requirement, equity transaction disputes or force majeure and other reasons, the secretary of the board of directors shall make a report to the NFRA one month prior to the expiration of term of office of the board of directors, which shall contain term of office of the board of directors and its members, reasons of inability to initiate the re-election procedure, plan of re-election and other matters of necessity to be explained.	**Article 7** If a director leaves his/her office due to the expiry of the term of office, resignation, dismissal or other reasons, the director shall handle the transfer procedures of work, documents, information and other matters which shall be handed over in accordance with laws and regulations, regulatory requirements, the Articles of Association and relevant rules of the Company. Where a director shall continue to perform his/her duties in accordance with laws, he/she shall complete the definitive transfer upon the termination of the obligation of continuing to perform duties. The obligation and liability that a director shall continue to bear upon leaving office in accordance with laws or the Articles of Association shall not be waived. The Company and relevant personnels shall perform the obligations for accountability and recovery and other managements of leaving office. ~~The shareholders' general meeting shall make necessary amendments to the election and appointment rules of directors and the composition of the Board upon listing of the Company in accordance with the relevant laws, regulations and stock exchange rules of the listing venue.~~

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		~~**Article 7** The chairman of the Board shall be elected and removed by more than one-half of all the directors. The chairman shall hold office for a term of three (3) years, and may serve consecutive terms if re-elected.~~ In case that the board of directors may not be re-elected upon the expiration of its term of office due to the failure of shareholder's qualification to satisfy the requirement, equity transaction disputes or force majeure and other reasons, the secretary of the board of directors shall make a report to the ~~NFRA~~ Insurance Regulatory Authority in time~~one month prior to the expiration of term of office of the board of directors~~, which shall contain term of office of the board of directors and its members, reasons of inability to initiate the re-election procedure, plan of re-election and other matters of necessity to be explained.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
401	**Article 8** The chairman shall exercise the following powers: (I) to preside over shareholders' general meetings and to convene and preside over the Board meeting; (II) to supervise and examine the implementation of resolutions passed by the Board; (III) to execute the shares, bonds and other marketable securities issued by the Company; (IV) to sign important documents of the Board and other documents that shall be signed by the legal representative of the Company; (V) to exercise the duties and powers of a legal representative; (VI) other duties and powers required by laws, regulations, normative documents and the securities regulatory authorities of the place where the Company's shares are listed and conferred by the Board.	**Article 8** The chairman shall exercise the following powers: (I) to preside over shareholders' ~~general~~ meetings and to convene and preside over the Board meeting; (II) to supervise and examine the implementation of resolutions passed by the Board; (III) to execute the shares, bonds and other marketable securities issued by the Company; (IV) to sign important documents of the Board and other documents that shall be signed by the legal representative of the Company; (V) to exercise the duties and powers of a legal representative; (VI) other duties and powers required by laws, regulations, normative documents and the securities regulatory authorities of the place where the Company's shares are listed and conferred by the Board.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
402	**Article 9** The Company's executive directors shall assist the chairman in work. In the event that the chairman is incapable of performing or does not perform his/her duties, the duties shall be performed by an executive director elected by at least half of all directors. When the executive director so elected is incapable of performing or does not perform his/her duties, a director nominated by more than half of the directors shall perform the duties of the chairman.	**Article 9** ~~The Company's executive directors shall assist the chairman in work.~~ In the event that the chairman is incapable of performing or does not perform his/her duties, the duties shall be performed by ~~an~~ one (1) executive director elected by ~~at least~~ more than half of all directors. When the executive director so elected is incapable of performing or does not perform his/her duties, ~~a~~ one (1) director nominated by more than half of the directors shall perform the duties of the chairman.
403	**Article 10** The directors have an obligation of honesty to the insurance company. The directors shall strictly comply with Articles 21, 148, 149 and other relevant provisions of the Company Law and the requirement of the obligation of honesty for directors in the Articles of Association, and shall not seek benefit from unjust enrichment by taking advantage of their functions and powers in the Company.	~~**Article 10** The directors have an obligation of honesty to the insurance company.~~ ~~The directors shall strictly comply with Articles 21, 148, 149 and other relevant provisions of the Company Law and the requirement of the obligation of honesty for directors in the Articles of Association, and shall not seek benefit from unjust enrichment by taking advantage of their functions and powers in the Company.~~ **Article 10** The directors shall abide by laws, administrative regulations and the Articles of Association, have an obligation of honesty to the Company, shall take measures to avoid conflicts between their own interests and those of the Company, and shall not take advantages of their powers to seek improper benefits.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		The directors shall not take advantage of his position to offer or accept bribery or accept any other illegal income. The directors shall strictly comply with the Company Law and the requirement of the Articles of Association in relation to the obligation of honesty, the report and determination of related transactions, business opportunities and competitions among industry players. The directors or senior management who directly or indirectly enter into any contracts or conduct any transactions with the Company, shall report to the shareholders' meeting in respect of the matters in relation to entering into contract or conducting transactions, and shall obtain approval of the Board or resolution at the shareholders' meeting. The above mentioned provisions shall apply to contracts entered into or transactions conducted by close relatives of directors or senior management, enterprises directly or indirectly controlled by directors or senior management or their close relatives, and associates with whom directors or senior management have other related-party relationships. Where the laws and regulations, regulatory requirements and the securities regulatory rules of the place where the Company's shares are listed have any other provisions, such provisions shall prevail.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
404	**Article 11** The directors have an obligation of diligence to the insurance company, the directors shall strictly comply with the requirement of the obligation of diligence for directors under the relevant laws, regulations and the Articles of Association. The directors shall ensure that sufficient time and efforts are dedicated to deliver their duties prudently and diligently. The directors shall pay continuous attention to the operation and management conditions of the Company and attend Board meetings as scheduled.	**Article 11** The directors shall abide by laws, administrative regulations and the Articles of Association, have an obligation of diligence to the ~~insurance~~ Company, and shall perform their duties with the reasonable care normally expected of a manager in the best interests of the Company. ~~the~~ The directors shall strictly comply with the requirement of the obligation of diligence for directors under the relevant laws, regulations and the Articles of Association, ~~. The directors shall~~ ensure that sufficient time and efforts are dedicated to deliver their duties ~~prudently and diligently. The directors~~, and shall pay continuous attention to the operation and management conditions of the Company and attend Board meetings as scheduled. The directors shall truthfully provide relevant information and data to the audit committee, and shall not obstruct the audit committee from performing their duties. Independent directors shall conduct self-examinations on their independence annually and issue a letter of recognition on the self-examination results and submit to the Board. The Board shall evaluate the independence of serving independent directors and issue specific opinions, which shall be disclosed together with the annual report.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
405	**Article 12** A director shall attend at least two-thirds of the on-site meetings of the Board of Directors in person every year. If a director cannot attend the meeting in person due to certain reasons, he or she may appoint another director in writing to attend on his or her behalf, but any independent director shall not appoint non-independent director to attend on his or her behalf. If a director fails to attend two consecutive meetings in person and has not appointed any other directors to attend the Board meetings on behalf of him/her, he/she shall be deemed to have failed to perform his/her duties, the Board, Supervisory Committee or shareholders shall submit a motion to the shareholders' general meeting for his/her dismissal. If a director has failed to attend two Board meetings in person within one year, the Company shall issue a written warning to him/her. If an independent director has received two warnings within one session during his/her term of office, he/she shall not be allowed to serve consecutive terms.	**Article 12** A director shall attend at least two-thirds (2/3) of the on-site ~~meetings of the Board of Directors~~Board meetings in person every year. If a director cannot attend the meeting in person due to certain reasons, he or she may appoint another director in writing to attend on his or her behalf, but any independent director shall not appoint non-independent director to attend on his or her behalf. If a non-independent director fails to attend two (2) consecutive Board meetings in person and has not appointed any other directors in accordance with the law to attend the Board meetings on behalf of him/her, he/she shall be deemed to have failed to perform his/her duties, the Board, ~~Supervisory C~~the audit committee or shareholders shall submit a motion in accordance with the Articles of Association to the ~~shareholders' general meeting~~ competent authority for his/her dismissal in accordance with the law.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		If a non-independent director has failed to attend two (2) Board meetings in person within one (1) year, the Company shall issue a written warning to him/her. Matters relating to independent directors' attendance at Board meetings, their appointment of proxies to attend such meetings, or the written warning, the ineligibility for re-election and removal from office resulted from their failure to attend such meetings in person, shall be governed by Articles 172 and 173 of the Articles of Association. ~~If an independent director has received two warnings within one session during his/her term of office, he/she shall not be allowed to serve consecutive terms.~~ The Company shall set up a system for performance appraisal of directors. The audit committee shall conduct performance appraisals on directors annually in accordance with regulatory requirements and report to the shareholders' meeting.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
406	**Article 13** The Board shall perform the following duties: (I) to convene the shareholders' general meetings and to report on its work to the shareholders' general meetings; (II) to implement the resolutions of the shareholders' general meetings; (III) to decide on the Company's business plans and investment plans, to control and monitor the financial conditions and use of funds of the Company; (IV) to establish the Company's development strategies and supervise over the implementation of the strategies; (V) to establish the Company's annual financial budget and final accounts plan; (VI) to establish the Company's profit distribution plan and loss recovery plan; (VII) to establish proposals for the increase or decrease of the Company's registered capital and the issuance of corporate debentures or other securities of the Company and listing plans;	**Article 13** The Board shall perform the following duties: (I) to convene the shareholders' ~~general~~ meetings and to report on its work to the shareholders' ~~general~~ meetings; (II) to implement the resolutions of the shareholders' ~~general~~ meetings; (III) to decide on the Company's business plans and investment plans, to control and monitor the financial conditions and use of funds of the Company; (IV) to ~~establish~~ formulate the Company's development strategies and supervise over the implementation of the strategies; (V) to ~~establish~~ consider and approve the Company's annual financial budget and final accounts plan; (VI) to ~~establish~~ formulate the Company's profit distribution plan and loss recovery plan; (VII) to ~~establish~~ formulate proposals for the increase or decrease of the Company's registered capital and the issuance of corporate debentures or other securities of the Company and listing plans;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(VIII) to formulate the plans for major acquisitions, acquisition of shares of the Company in accordance with law, or merger, division, dissolution and change of form of the Company; (IX) to decide on the establishment of the internal management structure of the Company; (X) to establish the basic management system of the Company; (XI) to periodically evaluate and improve corporate governance and to review the corporate governance report of the Company; (XII) to decide on the appointment or dismissal of the general manager of the Company and his/her compensation, and to decide on the appointment or dismissal of the deputy general manager, financial director, chief actuary and other senior management of the Company and their compensation, incentive and punishment matters in accordance with the nominations of the general manager to supervise senior management to perform their duties;	(VIII) to formulate the plans for major acquisitions, acquisition of shares of the Company in accordance with law, establishment of legal entity or merger, division, dissolution and change of form of the Company; (IX) to decide on the establishment of the internal management structure of the Company; (X) to establish the basic management system of the Company; (XI) to periodically evaluate and improve corporate governance and to review the corporate governance report of the Company; (XII) to appoint or dismiss ~~decide on the appointment or dismissal of the general manager of the Company and his/her compensation, and to decide on the appointment or dismissal of the deputy general manager, financial director, chief actuary and other~~ senior management ~~of the Company~~ and decide their compensation~~,~~ and incentive and punishment ~~matters~~ as well as ~~in accordance with the nominations of the general manager~~ to supervise senior management to perform their duties in accordance with laws and regulations, regulatory requirements and the Articles;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(XIII) to assess and monitor the training and continuing professional development of directors and senior management; (XIV) to hear the work report of the general manager of the Company and examine his/her work; (XV) to establish professional Board committees, including but not limited to audit and consumer rights protection committee, nomination and remuneration management committee, strategy and investment decision committee and risk management and related transaction control committee based on the needs of the Company or regulatory requirements; (XVI) to establish proposals for amendments to the Articles; (XVII) to formulate proposed procedural rules for shareholders' general meetings and procedural rules for Board meetings; (XVIII) to consider working rules for professional Board committees;	(XIII) to assess and monitor the training and continuing professional development of directors and senior management; (XIV) to hear the work report of the general manager of the Company and examine ~~his/her~~the general manager's work; (XV) to establish ~~professional~~ special ~~Board~~ committees, including but not limited to audit and consumer rights protection committee, nomination and remuneration management committee, strategy and investment decision committee and risk management and related transaction control committee based on the needs of the Company or regulatory requirements; (XVI) to ~~establish~~ formulate proposals for amendments to the Articles; ~~(XVII)~~ to ~~formulate~~ draft proposed procedural rules for shareholders' ~~general~~ meetings and procedural rules for Board meetings; ~~(XVIII)~~ to consider working rules for professional Board committees;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(XIX) to propose to shareholders' general meeting of the engagement or change of an accounting firm as the auditor of the Company, to review reports of the external auditors, periodically or occasionally, and to select and engage external auditors who conduct audit on the directors and senior management of the Company; (XX) to establish the equity incentive plan; (XXI) to review and monitor the policies and practice of the Company in complying with laws and regulatory requirements; (XXII) to formulate, review and monitor the code of conduct standards of employees and directors and the compliance handbook (if any); (XXIII) to formulate policies for communication with shareholders and to review regularly to ensure their effectiveness; (XXIV) to assess and review the Company's compliance with the Corporate Governance Code under the Hong Kong Listing Rules and disclosure in the Corporate Governance Report;	(~~XIX~~XVII) to propose to shareholders' ~~general~~ meeting of the engagement, removal or ~~change~~ non-renewal of an accounting firm as the auditor of the Company who periodically conducts statutory audit for financial report, ~~to review reports of the external auditors, periodically or occasionally,~~ and to select and engage external auditors who conduct audit on the directors and senior management of the Company; (~~XX~~XVIII) to ~~establish~~ formulate the equity incentive plan and employee share ownership plan; (~~XXI~~XIX) to review and monitor the policies and practice of the Company in complying with laws and regulatory requirements; ~~(XXII) to formulate, review and monitor the code of conduct standards of employees and directors and the compliance handbook (if any);~~ (~~XXIII~~XX) to formulate policies for communication with shareholders and to review regularly to ensure their effectiveness; (~~XXIV~~XXI) to assess and review the Company's compliance with the Corporate Governance Code under the Hong Kong Listing Rules and disclosure in the Corporate Governance Report;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(XXV) to consider the acquisition or disposal of any assets, the amount of which exceeds 10% but do not exceed 30% (inclusive) of the latest audited total assets of the Company; (XXVI) to consider the disposal and write-off of assets with a single or cumulative amount of no more than 30% of the latest audited total assets of the Company; (XXVII) to consider the provision of pledge of assets with a single or cumulative amount of no more than 30% of the audited total assets of the Company within one year; (XXVIII) to consider the major external investment matters where the single project transaction amount exceeds 10% but does not exceed 30% (inclusive) of the audited total assets of the Company for the latest period, and to formulate the management systems for the use of the Company's funds and investment authority within the terms of reference;	(~~XXV~~XXII) to consider the acquisition or disposal of any assets, the amount of which exceeds ten percent (10%) but do not exceed thirty percent (30%) (inclusive) of the latest audited total assets of the Company within one (1) year; (~~XXVI~~XXIII) to consider the disposal and write-off of assets with ~~a single or cumulative~~ an amount of no more than thirty percent (30%) of the latest audited total assets of the Company within one (1) year; (~~XXVII~~XXIV) to consider the provision of pledge of assets with a single or cumulative amount of no more than thirty percent (30%) of the audited total assets of the Company within one (1) year;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(XXIX) to consider the major related-party transactions as required by the NFRA, and to formulate the management system for related-party transactions within the terms of reference; (XXX) to formulate the capital plan of the Company and assume the ultimate responsibility for capital management; (XXXI) to consider and approve the Company's overall solvency risk management objectives, risk appetite, risk tolerance and risk management policies, as well as organizational structure and responsibilities for solvency risk management and other risk management matters; and assume ultimate responsibility for the completeness and effectiveness of the solvency risk management system; (XXXII) to continuously monitor the solvency risk exposure of the Company, supervise the management's effective management and control of solvency risk;	(~~XXVIII~~XXV) to consider ~~the major~~ external investment matters where the single project transaction amount exceeds ten percent (10%) but does not exceed thirty percent (30%) (inclusive) of the audited total assets of the Company for the latest period, and to formulate the management systems for the use of the Company's funds and investment authority within the terms of reference; The aforesaid matters, which shall be considered by the shareholders' meeting in accordance with laws or the Articles of Association, shall be submitted to the shareholders' meeting for consideration; (~~XXIX~~XXVI) to consider the ~~major~~ related-party transactions as required by the ~~NFRA~~ Insurance Regulatory Authority which shall be considered by the Board, ~~and~~ to formulate the management system for related-party transactions, and to assume the ultimate responsibility for the management of related-party transaction ~~within the terms of reference~~;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(XXXIII) to consider and approve the solvency report of the Company; (XXXIV) to safeguard the legitimate rights and interests of financial consumers and other stakeholders; (XXXV) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders; (XXXVI) to assume management responsibility of shareholders' matters; (XXXVII) to take charge of information disclosure of the Company and assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reports; (XXXVIII) to consider and approve the digital governance of the Company in accordance with laws, regulations, regulatory provisions and the Articles of Association; (XXXIX) other functions and powers as conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' general meetings.	(~~XXXIII~~XXXVII) to formulate the capital plan of the Company and assume the ultimate responsibility for capital or solvency management; (~~XXXIV~~XXXVIII) to ~~consider and approve~~formulate the Company's ~~overall solvency risk management objectives, risk appetite,~~ risk tolerance ~~and~~, risk management and internal control policies, ~~as well as organizational structure and responsibilities for solvency~~ and to assume the ultimate responsibility for comprehensive risk management ~~and other risk management matters; and assume ultimate responsibility for the completeness and effectiveness of the solvency risk management system~~; ~~(XXXV to continuously monitor the solvency risk exposure of the Company, supervise the management's effective management and control of solvency risk;~~ ~~(XXXVI to consider and approve the solvency report of the Company;~~ (~~XXXVII~~XXXIX) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		(~~XXXV~~XXX) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders; (~~XXXVI~~XXXI) to assume management responsibility of shareholders' matters; (~~XXXVII~~XXXII) to take charge of information disclosure of the Company and assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reports; (~~XXXVIII~~XXXIII) to consider and approve the digital governance of the Company in accordance with laws, regulations, regulatory provisions and the Articles of Association;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		(XXXIV) to set the objective of compliance management, assume the ultimate responsibility for the effectiveness of compliance management; (XXXV) to consider and approve matters relating to financial assistance provided by the Company in accordance with Article 24 of the Articles of Association; (XXXVI) to consider the acquisition of the Company's shares in accordance with Article 28 of the Articles of Association; (~~XXXIV~~XXXVII) other functions and powers as conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' ~~general~~ meetings.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	For resolutions passed by the Board in the preceding paragraphs, except for paragraphs (VII), (VIII) and (XVI) and material matters involving major investments, asset disposals, capital replenishment plans, formulating the profit distribution plan and compensation plan of the Company, appointment and discharge of senior management, etc. which must be passed by the affirmative votes of at least two-thirds (2/3) of all directors, the Board resolutions in respect of all other matters may be passed by the affirmative votes of a simple majority of all directors.	Where the matter shall be submitted to the shareholders' meeting in accordance with laws, the Articles of Association or the authorization of the shareholders' meeting, it shall be submitted to the shareholders' meeting for consideration. For resolutions passed by the Board in the ~~preceding~~ first paragraph~~s~~ of this article, except for paragraphs (VII), (VIII), the first two items in paragraph ~~and~~ (XVI) and paragraph (XXXV) and material matters involving major investments, asset disposals, capital replenishment plans, formulating the profit distribution plan and compensation plan of the Company, appointment and discharge of senior management, and financial assistance etc. which must be passed by the affirmative votes of at least two-thirds (2/3) of all directors, the ~~Board resolutions in respect of all~~ other matters ~~may~~ shall be passed by the affirmative votes of ~~a simple majority~~more than half of all directors. The special requirements of the Rules of Procedures in relation to the recusal of related directors and vote of non-related directors shall apply to the related matters.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	Powers and authority of the Board shall be exercised collectively by the Board. Statutory powers of the Board in principle shall not be delegated to be exercised by the chairman, directors or other individuals and entities, if delegation of authority is necessary, it shall be delegated by way of Board resolution in compliance with the law. Authority shall be authorized each time for one matter, the powers and authority of the Board shall not be delegated generally or permanently to be exercised by other entities or individuals of the Company.	Powers and authority of the Board shall be exercised collectively by the Board. Statutory powers of the Board in principle shall not be delegated to be exercised by the chairman, directors or other individuals and entities, if delegation of authority is necessary, it shall be delegated by way of Board resolution in compliance with the law. Authority shall be authorized each time for one matter, the powers and authority of the Board shall not be delegated generally or permanently to be exercised by other entities or individuals of the Company. The Board shall provide explanation for nonstandard audit opinions on the financial reports of the Company given by certified public accountants at the shareholders' meeting.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
407	**Article 14** The Board shall not, without the prior approval of shareholders at a shareholders' general meeting, dispose or agree to dispose of, the fixed assets where the estimated value of the consideration, for the proposed disposal, and the aggregate amount of the consideration for any such disposal of the fixed assets that has been completed in the period of four (4) months immediately preceding the proposed disposal, exceeds 33% of the value of the fixed assets as shown in the latest balance sheet for consideration by the shareholders at a shareholders' general meeting. The disposal of fixed assets referred to in this Article shall include, among other things, the act of transferring certain interests in assets, but exclude the act of providing guarantee by way of fixed assets. The validity of a disposal transaction of fixed assets by the Company shall not be affected by a breach of the aforesaid provisions in the first paragraph of this Article.	~~**Article 14** The Board shall not, without the prior approval of shareholders at a shareholders' general meeting, dispose or agree to dispose of, the fixed assets where the estimated value of the consideration, for the proposed disposal, and the aggregate amount of the consideration for any such disposal of the fixed assets that has been completed in the period of four (4) months immediately preceding the proposed disposal, exceeds 33% of the value of the fixed assets as shown in the latest balance sheet for consideration by the shareholders at a shareholders' general meeting.~~ ~~The disposal of fixed assets referred to in this Article shall include, among other things, the act of transferring certain interests in assets, but exclude the act of providing guarantee by way of fixed assets.~~ ~~The validity of a disposal transaction of fixed assets by the Company shall not be affected by a breach of the aforesaid provisions in the first paragraph of this Article.~~

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
408	**Article 15** Statutory powers of the Board shall not be modified or deprived by way of the Articles of Association, resolutions of the shareholders' general meeting or any other means.	~~**Article 15** Statutory powers of the Board shall not be modified or deprived by way of the Articles of Association, resolutions of the shareholders' general meeting or any other means.~~
409	**Article 16** The audit and consumer rights protection committee, nomination and remuneration management committee, strategy and investment decision committee and risk management and related transaction control committee have been established under the Board of the Company. The Board may establish other special committees and adjust the existing committees as necessary pursuant to its needs, the procedural rules of meetings and work duties of each committee shall be formulated and implemented by the Board according to the relevant PRC laws and regulations, the listing rules of the place where the Company's securities are listed and other relevant regulations. The special committees are auxiliary decision-making entities of the Board, which provide professional opinions and recommendations to the Board for making decisions, are authorized by the Board to make decisions on professional matters, and shall be accountable to the Board. Please refer to Chapter 9 of these Procedural Rules for details on the composition of each special committee and its duties and responsibilities.	**Article ~~16~~14** The audit and consumerrights protection committee, nomination and remuneration management committee, strategy and investment decision committee and risk management and related transaction control committee have been established under the Board of the Company. The Board may establish other special committees and adjust the existing committees as necessary pursuant to its needs, the procedural rules of meetings and work duties of each committee shall be formulated and implemented by the Board according to the relevant PRC laws and regulations, the listing rules of the place where the Company's securities are listed and other relevant regulations.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		~~The special committees are auxiliary decision-making entities of the Board, which provide professional opinions and recommendations to the Board for making decisions, are authorized by the Board to make decisions on professional matters, and shall be accountable to the Board. Please refer to Chapter 9 of these Procedural Rules for details on the composition of each special committee and its duties and responsibilities.~~ The special committees shall perform duties in accordance with the authorization as stipulated by laws and regulations, regulatory requirements, the Articles of Association and the Board. The matters, which shall be submitted to the Board or the shareholders' meeting for consideration, shall be submitted to the competent authority for consideration and decision. The audit committee independently exercised the powers of the Supervisory Committee, which is not subject to the approval or authorization of the Board.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
410	**Article 17** Board meetings are divided into regular meetings and ad hoc meetings. Regular meetings are convened at least four times per year, about one meeting in each quarter, and called by the chairman, and a notice of meeting in writing will be dispatched to all directors and supervisors fourteen (14) days (excluding the date of the meeting) prior to the date of the meeting. The title of the meeting is named according to the session number of the Board and the sequence number of the meeting, consecutive numbers will be used for regular and ad hoc meetings.	**Article ~~17~~ 15** Board meetings are divided into regular meetings and ad hoc meetings. Regular meetings are convened at least four (4) times per year, about one (1) meeting in each quarter, and called by the chairman~~, and a notice of meeting in writing will be dispatched to all directors and supervisors fourteen (14) days (excluding the date of the meeting) prior to the date of the meeting~~. The title of the meeting is named according to the session number of the Board and the sequence number of the meeting, consecutive numbers will be used for regular and ad hoc meetings.
411	**Article 18** To ensure that directors could attend the meeting on time and to improve the efficiency and quality of the meeting's decision, the secretary to the Board may draft the plans for the meetings of the Board for the next year in the fourth quarter every year, plan the general schedule and regular issues of the regular meetings of the Board for the next year, and notify directors, supervisors, senior management and other relevant personnel of such plans through the Company's website, the office systems and other channels. Institutions or individuals that have the rights of proposals to the Board and departments, intermediaries and related entities responsible for the proposal work may make proposals and prepare ahead of schedule according to the plan for the board meeting.	**Article ~~18~~ 16** To ensure that directors could attend the meeting on time and to improve the efficiency and quality of the meeting's decision, the secretary to the Board may coordinate and prepare ~~draft~~ the plans for the annual meetings of the Board~~ for the next year in the fourth quarter every year~~, and notify the directors and other relevant persons through appropriate means.~~plan the general schedule and regular issues of the regular meetings of the Board for the next year, and notify directors, supervisors, senior management and other relevant personnel of such plans through the Company's website, the office systems and other channels.~~ Institutions or individuals that have the rights of proposals to the Board and departments, intermediaries and related entities responsible for the proposal work may make proposals and prepare ahead of schedule according to the plan for the board meeting.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
412	**Article 20** In case of any of the following circumstances, the chairman shall convene and preside over the extraordinary board meetings within ten (10) days from receipt of the proposal: (I) when proposed by shareholders representing at least one tenth (1/10) of voting rights; (II) when proposed by at least one third (1/3) of directors; (III) when proposed by no less than two independent directors; (IV) when proposed by the supervisory committee; (V) when the chairman considers necessary; (VI) other circumstances as stipulated by laws, regulations, normative documents and the Articles of Association; (VII) the notice of the meeting shall be reported to the NFRA both in writing and by email.	**Article ~~20~~ 18** In case of any of the following circumstances, the chairman shall convene and preside over the extraordinary board meetings within ten (10) days from receipt of the proposal: (I) when proposed by shareholders representing at least one tenth (1/10) of voting rights; (II) when proposed by at least one third (1/3) of directors; (III) when proposed by no less than two (2) independent directors, and perform the corresponding procedures in accordance with the requirements of the Articles of Association in relation to the special functions and powers of independent directors and special meetings; (IV) when proposed by the ~~supervisory~~ audit committee; (V) when the chairman considers necessary; (VI) other circumstances as stipulated by laws, regulations, normative documents and the Articles of Association; ~~(VII)~~ the notice of the meeting shall be reported to the ~~NFRA~~ Insurance Regulatory Authority ~~both~~ in writing ~~and by email~~.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
413	**Article 25** The directors may get to know the information necessary for decision-making from relevant persons or institutions including but not limited to the secretary to the Board, the convener, the managers of the Company, Board committees, accounting firms and law firms prior to the meeting. The Company shall make it convenient to the directors and assist them in knowing relevant information.	**Article ~~25~~ 23** The directors may get to know the information necessary for decision-making from relevant persons or institutions including but not limited to the secretary to the Board, the convener, the managers of the Company, ~~Board~~ each special committees, accounting firms and law firms prior to the meeting. The Company shall make it convenient to the directors and assist them in knowing relevant information.
414	**Article 26** In principle, the meetings of the Board shall not resolve on a proposal not listed in the notice of the Board meeting. When all directors of the Company unanimously agree to exempt the flaw in procedures due to a special reason of an extraordinary proposal made by an institution or individual qualified to propose, such extraordinary proposal can be reviewed and voted.	**Article ~~26~~ 24** In principle, the meetings of the Board shall not resolve on a proposal not listed in the notice of the Board meeting. When all directors of the Company unanimously agree to exempt the matters of notice or proposal which can be exempted in accordance with laws~~flaw in procedures~~ due to a special reason of an extraordinary proposal made by an institution or individual qualified to propose, such extraordinary proposal can be reviewed and voted; The mandatory procedures required by laws and regulations, regulatory requirements shall not be exempted, and the rights of independent directors for requesting supplemental information, delay for consideration or delay for convening meetings shall not be restricted.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
415	**Article 27** When the Company convenes a regular meeting, it shall deliver the notice of the meeting to directors in writing fourteen (14) days prior to the meeting and also notify the supervisors who will attend the meeting. Notice of the meeting shall also be reported to the NFRA both in writing and by email. Email address for reporting: cg@circ.gov.cn. When the Board convenes an extraordinary Board meeting, it shall deliver the notice of the meeting to directors in writing (including but not limited to by way of e-mail) five (5) days prior to the meeting and also notify the supervisors who will attend the meeting. When the Company convenes an extraordinary Board meeting, it shall report to the NFRA in the manner prescribed in the preceding items while issuing meeting notice to directors. If time is urgent, they can first report by telephone.	**Article ~~27~~ 25** When the Company convenes a regular meeting, it shall deliver the notice of the meeting to directors in writing fourteen (14) days (excluding the date of the meeting) prior to the meeting and also notify all directors~~the supervisors who will attend the meeting~~. Notice of the meeting shall also be reported to the ~~NFRA~~ Insurance Regulatory Authority ~~both~~ in writing ~~and by email. Email address for reporting: cg@circ.gov.cn~~. When the Board convenes an extraordinary Board meeting, it shall deliver the notice of the meeting to directors in writing (including but not limited to by way of e-mail) five (5) days prior to the meeting ~~and also notify the supervisors who will attend the meeting~~. When the Company convenes an extraordinary Board meeting, it shall report to the ~~NFRA~~ Insurance Regulatory Authority in the manner prescribed in the preceding items while issuing meeting notice to directors. If time is urgent, they can first report by telephone.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
416	**Article 28** The notice of the Board meeting shall contain the following: (I) the time and venue of the meeting and the means by which the meeting will be held; (II) the convener of the meeting; (III) the proposals of the meeting; (IV) the name and contact of the contact person; (V) the date on which such notice is dispatched. Where the materials for the meeting are delivered at the later time than the notice, the Company shall allow sufficient time for the directors to familiarize with such materials.	**Article ~~28~~ 26** The notice of the Board meeting shall contain the following: (I) the time and venue of the meeting and the means by which the meeting will be held; (II) the ~~convener~~ period of the meeting; (III) the convener of the meeting (~~III~~IV) the proposals of the meeting; (~~I~~V) the name and contact of the contact person; (VI) the date on which such notice is dispatched. Where the materials for the meeting are delivered at the later time than the notice, the Company shall allow sufficient time for the directors to familiarize with such materials.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
417	**Article 29** Except as otherwise provided in the Articles of Association, a Board meeting shall be held only if more than half of the directors (including those who appoint other directors to attend the meeting on their behalf) are present. Except as otherwise provided in the Articles of Association, a resolution of the Board must be approved by more than half of all directors.	**Article ~~29~~ 27** Except as otherwise provided in the Articles of Association, a Board meeting shall be held only if more than half of the directors (including those who appoint other directors to attend the meeting on their behalf in accordance with laws) are present. Except as otherwise provided in laws and regulations, regulatory requirements and the Articles of Association, a resolution of the Board must be approved by more than half of all directors. Where the matters require directors to abstain from voting, the conditions of attendance and vote shall be implemented in accordance with the requirements in relation to recusal in laws and regulations, regulatory requirements, the Articles of Association and the Rules.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
418	**Article 30** Directors shall attend Board meetings in person. Where a director is unable to attend a Board meeting in person, he/she may authorize another director in writing to attend the meeting on his/her behalf. The written power of attorney shall set forth: (I) the names of the appointer and the appointee; (II) the scope of authorization, including whether the appointee has the rights to vote regarding an extraordinary proposal; (III) the duration of the authorization; (IV) the signature of the appointer. The authorized director shall submit to the convener a written power of attorney before the meeting is convened and exercise his/her rights within the scope of authorization. A director who has neither attended a Board meeting nor appointed another director to attend the meeting on his/her behalf shall be deemed to have waived the rights of voting at the meeting.	**Article ~~30~~ 28** Directors shall attend Board meetings in person. Where a director is unable to attend a Board meeting in person, he/she may authorize another director in writing to attend the meeting on his/her behalf. The written power of attorney shall set forth: (I) the names of the appointer and the appointee; (II) matters represented by the power of attorney and the scope of authorization, including the fact that ~~whether~~ the appointee has the rights to vote regarding an extraordinary proposal; (III) the duration of the authorization; (IV) the signature or seal of the appointer. The authorized director shall submit to the convener a written power of attorney before the meeting is convened and exercise his/her rights within the scope of authorization. A director who has neither attended a Board meeting nor appointed another director to attend the meeting on his/her behalf shall be deemed to have waived the rights of voting at the meeting.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
419	**Article 31** In principle, a director shall not accept the authorisation of more than two directors who do not attend the meeting in person. An independent director may only authorize another independent director to attend the meeting on his/her behalf. In relation to Board meeting for the consideration of connected transactions, a non-connected director shall not authorise a connected director to attend the meeting on his/her behalf.	**Article ~~31~~ 29** In principle, ~~a~~ one (1) director shall not accept the authorisation of more than two (2) directors who do not attend the meeting in person. An independent director may only authorize another independent director to attend the meeting on his/her behalf. In relation to Board meeting for the consideration of related/connected transactions, a non-related/non-connected director shall not authorise a related/ connected director to attend the meeting on his/her behalf.
420	**Article 33** Supervisors and general managers of the Company may attend Board meetings as observers. Other senior management and related staff and intermediaries may attend the meetings as observers with the consent of the chairman of the meeting and without objection of other directors. If the secretary to the Board is not concurrently a director, he/she shall attend Board meetings as an observer.	**Article ~~33~~ 31** ~~Supervisors and g~~General managers ~~of the Company~~ may attend Board meetings as observers; general managers who are not concurrently directors shall have no right to vote at Board meetings. Other senior management and related staff and intermediaries may attend the meetings as observers with the consent of the chairman of the meeting and without objection of other directors. If the secretary to the Board is not concurrently a director, he/she shall attend Board meetings as an observer.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
421	**Article 35** The NFRA may appoint supervising staff to attend the meetings as meeting observers. The Company shall provide the observers with all materials of the meetings. When observers attend the meetings, they shall not express their opinions on the discussion or resolution of the meeting and shall assume the duty of confidentiality on the trade secrets of Company.	**Article ~~35~~ 33** The ~~NFRA~~ Insurance Regulatory Authority may appoint supervising staff to attend the meetings as meeting observers. The Company shall provide the observers with all materials of the meetings. When observers attend the meetings, they shall not express their opinions on the discussion or resolution of the meeting and shall assume the duty of confidentiality on the trade secrets of Company.
422	**Article 37** For any proposal which is to be considered and adopted by way of a board resolution but does not really need on-site communication and discussion among directors, relevant resolution can be made by way of written resolutions. The Board shall make it clear in the notice of meeting whether the meeting shall be convened by way of written resolutions. No meeting shall be convened by way of written resolutions in respect of any material matters in relation to the profit distribution plan, remuneration plan, major investment and assets disposal, appointment and discharge of senior management, and capital replenishment, and such matters shall be approved by at least two-thirds of the directors.	**Article ~~37~~ 35** For any proposal which is to be considered and adopted by way of a board resolution but does not really need on-site communication and discussion among directors, relevant resolution can be made by way of written resolutions. The Board shall make it clear in the notice of meeting whether the meeting shall be convened by way of written resolutions. No meeting shall be convened by way of written resolutions in respect of any material matters in relation to the profit distribution plan, remuneration plan, major investment and assets disposal, appointment and discharge of senior management, and capital replenishment, and such matters shall be approved by at least two-thirds (2/3) of ~~the~~ all directors. Related matters shall be subject to the special provisions on abstention of related directors and voting by unrelated directors.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
423	**Article 40** A director shall carefully read relevant meeting materials and independently, objectively and prudently present opinions on the basis of full understanding of the same. A director appointed by another director to attend the meeting shall explain the review opinions of the appointer. For any proposal required to be examined by a special committee, the special committee shall submit a written opinion to the Board.	**Article ~~40~~ 38** A director shall carefully read relevant meeting materials and independently, objectively and prudently present opinions on the basis of full understanding of the same. A director appointed by another director to attend the meeting shall explain the review opinions of the appointer. For any proposal required to be examined by a special committee, the special committee shall submit a written opinion to the Board. Matters requiring prior consideration and consent by the audit committee or prior approval at a special meeting of independent directors under laws or the Articles of Association shall be subject to the corresponding ex ante approval procedures.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
424	**Article 44** When considering and voting on matters, the Board shall ensure that the proposals have been fully discussed, and shall examine and vote upon the matters one by one where possible.	**Article ~~44~~ 42** When considering and voting on matters, the Board shall ensure that the proposals have been fully discussed, and shall examine and vote upon the matters one by one where possible. A director who has a related relationship with any enterprise or individual involved in a matter to be resolved at a board meeting shall promptly report such relationship to the Board in writing. When the Board considers related-party transactions or matters prescribed in Articles 182 to 184 of the Company Law, interested directors shall abstain from voting, and their voting rights shall not be counted in the total number of votes, and they shall not exercise the voting right on behalf of any other directors. The Board meeting may be convened with the presence of more than half of the unrelated directors as quorum, resolutions shall be passed by more than half of all unrelated directors; material related-party transactions must be passed by at least two-thirds (2/3) of all unrelated directors. If the number of unrelated directors attending the Board meeting is less than three (3), the matters shall be submitted to the shareholders' meeting for consideration.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		The Board shall report to the shareholders' meeting on annual basis regarding the status of related-party transactions and the implementation of the management system for related-party transactions. Where a director shall withdraw from voting as provided by laws, regulations, regulatory documents or the listing rules of the stock exchange on which the Company's shares are listed, or the director considers that he/she shall withdraw from voting which is agreed unanimously by the other directors, or the director shall otherwise withdraw from voting as required by the Articles of Association, the relevant provisions shall apply. Unless otherwise specified in the Articles of Association, when a director withdraws from voting, the withdrawing director shall not be counted in the voting quorum. In the event that the number of directors actually voting is below the minimum number of persons required to adopt a valid resolution, the board of directors shall submit this proposal to the shareholders' meeting for consideration, and explain the consideration at the board meeting in the resolution to be submitted and record the opinions of directors that have no material interests therein.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
425	**Article 45** A director has three options: to vote for or against the motion or to abstain from voting. A director present may only vote in accordance with the above options. In case of failure to choose any of the above or choosing two or more of the options, the chairman of the meeting shall require the relevant directors to vote again. Those who refuse to vote again shall be deemed to have waived the voting rights. A director who leaves the meeting and does not return and has not authorized another director to vote on his/her behalf shall be deemed to have waived the voting rights, and the vote he/she has casted shall be an effective vote.	**Article ~~45~~ 43** A director has three options: to vote for or against the motion or to abstain from voting. A director present may only vote in accordance with the above options. In case of failure to choose any of the above or choosing two (2) or more of the options, the chairman of the meeting shall require the relevant directors to vote again. Those who refuse to vote again shall be deemed to have waived the voting rights. A director who leaves the meeting and does not return and has not authorized another director to vote on his/her behalf shall be deemed to have waived the voting rights, and the vote he/she has casted shall be an effective vote.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
426	**Article 46** Board meetings can be held as onsite meetings or meetings convened by telecommunications. In case of an onsite meeting, the chairman shall announce the voting results on spot. When the meeting is convened by video, telephone or other means, the directors can vote by show of hands or orally. The Company shall sign the resolutions in writing within five (5) working days after the conclusion of the meeting. In case of any discrepancy between written resolution signed subsequently and voted at the meeting, the latter shall prevail. When the meeting is convened by telecommunications, the 'one vote for one matter' principle shall be adopted provided that full expression of opinions of directors is guaranteed. The directors shall not be required to make only one vote upon multiple matters. The secretary to the Board shall notify the directors of the voting result within five (5) working days after the conclusion of the meeting.	**Article ~~46~~44** Board meetings can be held as onsite meetings or meetings convened ~~by telecommunications.~~by way of written resolutions. Onsite meetings include meetings held on site or by video, telephone or other means which ensure that attendees can communicate instantly. Matters that are required by law to be considered at an onsite meeting shall not be considered by way of written resolutions. In case of an onsite meeting, the chairman shall announce the voting results on spot. When the meeting is convened by video, telephone or other means, the directors can vote by show of hands or orally. The Company shall sign the resolutions in writing within five (5) working days after the conclusion of the meeting. In case of any discrepancy between written resolution signed subsequently and voted at the meeting, the latter shall prevail.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		Article ~~47~~45 ~~When the meeting is convened by telecommunications, the 'one vote for one matter' principle~~ Where matters are considered by way of written resolutions, directors shall be ~~adopted provided that~~ given the full ~~expression of~~ opportunity to express their opinions, and voting shall ~~of directors is guaranteed. The directors shall not be required to make only one vote upon multiple matters. The~~ be conducted resolution by resolution; the secretary to the Board shall notify ~~the~~all directors of the voting result within five (5) working days after the ~~conclusion~~expiration of the ~~meeting.~~ voting period. Resolutions of meetings of the Board violating law and administrative regulations shall be invalid.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	Article 47 Resolutions of meetings of the Board violating law and administrative regulations shall be invalid. If the procedure for convening meetings of the Board or the mode of voting thereat violates the law and administrative regulations or contents of resolution violate the Articles of Association, shareholders may request the People's court for rescission according to the Company Law.	If the procedure for convening meetings of the Board or the mode of voting thereat violates ~~the~~ laws~~,~~ ~~and~~ administrative regulations or the Articles of Association, or contents of resolution violate the Articles of Association, shareholders may request the People's court for rescission according to the Company Law and the Articles of Association, unless the convening procedures or voting methods contain only minor defects and have no substantial effect on the resolutions. Where circumstances arise that render a resolution not established, including where the resolution was made without convening a Board meeting, or the Board meeting did not vote on the matters involved in the resolution, the number of attendees or the number of voting rights held did not reach the number or the number of voting rights held as required, or the number of attendees who approved the resolution or the number of voting rights held by them did not reach the number or the number of voting rights held as required, such matters shall be handled in accordance with the provisions of the Company Law and the Articles of Association.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
427	**Article 48** Directors shall assume responsibility for resolutions of the Board. Directors who participated in any resolution of the Board which contravenes any law, administrative regulations or the Articles of Association and causes serious losses to the Company shall be liable to compensate the Company, but if it is proved that a director has stated his objection at the time the vote was taken and a record thereof has been made in the minutes of the meeting, that director shall be relieved of liability.	**Article ~~48~~ 46** Directors shall assume responsibility for resolutions of the Board. Directors who participated in any resolution of the Board which contravenes any law, administrative regulations or the Articles of Association or resolutions of the shareholders' meeting and causes serious losses to the Company shall be liable to compensate the Company, but if it is proved that a director has stated his objection at the time the vote was taken and a record thereof has been made in the minutes of the meeting, that director shall be relieved of liability.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
428	**Article 49** Where more than one half of all directors in presence or at least two independent directors cannot make judgment on matters to be resolved by holding that the motion is ambiguous or not specific, or that the materials for the meeting are not sufficient or otherwise, the chairman of the meeting may announce suspension of voting on such motions and provide clear requirements of the time and the conditions for submitting the motion for consideration again. If the directors in presence have obvious difference in opinions on a certain motion, the chairman of the meeting may announce suspension of voting on such motions after obtaining the approval of more than half of all directors.	**Article ~~49~~ 47** Where more than one half of all directors in presence ~~or at least two independent directors~~ cannot make judgment on matters to be resolved by holding that the motion is ambiguous or not specific, or that the materials for the meeting are not sufficient or otherwise, the chairman of the meeting may announce suspension of voting on such motions and provide clear requirements of the time and the conditions for submitting the motion for consideration again. When an independent director deems it is insufficient to make decision based on the existing materials, he/she shall request for more information from the Company and the Company shall provide supplemental materials in time. When no less than two (2) independent directors deem it is still insufficient to make decision based on supplemental materials, they may jointly request for a time extension to review relevant proposals or postpone the board meeting which the board of directors shall accept. If the directors in presence have obvious difference in opinions on a certain motion, the chairman of the meeting may announce suspension of voting on such motions after obtaining the approval of more than half of all directors.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
429	**Article 50** The Company shall report to the NFRA resolution of the meeting in writing and by e-mail within thirty (30) days after each Board meeting. A resolution of meeting shall include the following contents: (I) The time, venue, mode and chairman of the meeting; (II) Directors attended in person or by proxy, directors absent, and persons attended as observers; (III) The voting method and result of each resolution, including the names of directors who have abstained from voting and those who have voted against it.	**Article ~~50~~ 48** The Company shall report to the ~~NFRA~~ Insurance Regulatory Authority resolution of the meeting in writing ~~and by e-mail~~ within thirty (30) days after each Board meeting, and timely submit the meeting minutes and other meeting documents in accordance with regulatory rules. A resolution of meeting shall include the following contents: (I) The time, venue, mode and chairman of the meeting; (II) Directors attended in person or by proxy, directors absent, and persons attended as observers; (III) The voting method and result of each resolution, including the names of directors who have abstained from voting and those who have voted against it.
430	**Article 52** The Board meeting shall act as authorized by the general meetings and the Articles of Association, and shall not make any resolution beyond authority.	**Article ~~52~~ 50** The Board meeting shall act as authorized by the ~~general meeting~~ shareholders' meetings and the Articles of Association, and shall not make any resolution beyond authority.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
431	**Article 53** The Company shall prepare minutes of Board meeting, and directors and recorder present at the meetings shall sign the minutes. If a director disagrees with the minutes, he or she may attach a note at the time of signature. The Company may record the status of Board meetings both by audio and video recordings. Minutes of Board meeting will be kept permanently as archives of the Company.	**Article ~~53~~ 51** The Company shall prepare minutes of Board meeting, and directors and recorder present at the meetings shall sign the minutes. If a director disagrees with the minutes, he or she may attach a note at the time of signature. The Company shall~~may~~ record the status of onsite Board meetings ~~both~~ by audio or~~and~~ video recordings. Minutes of Board meeting and audio and video recordings of the meeting will be kept permanently as archives of the Company.
432	**Article 54** Minutes of a Board meeting shall include the following contents: (I) The time, venue, mode and chairman of the meeting; (II) Directors attended in person or by proxy, directors absent, and persons attended as observers; (III) The agenda of the meeting; (IV) Main points of directors' speeches (which shall include opinions about doubts and objections; where the meeting is held by way of written resolution, written feedback of directors shall prevail);	**Article ~~54~~ 52** Minutes of a Board meeting shall include the following contents: (I) The time, venue, mode and chairman of the meeting; (II) Directors attended in person or by proxy, directors absent, and persons attended as observers; (III) The agenda of the meeting; (IV) Main points of directors' speeches (which shall include opinions about doubts and objections; where the meeting is held by way of written resolution, written feedback of directors shall prevail);

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(V) The method and result of voting for each resolution, including the names of directors who have abstained from voting and those who have voted against it; (VI) Opinions of supervisors who have attended the meeting; (VII) Other status that needs to be recorded.	(V) The method and result of voting for each resolution, including the names of directors who have abstained from voting and those who have voted against it; (VI) Opinions expressed by~~of~~ persons attended as observers ~~supervisors who have attended the meeting~~ in respect of matters considered at the meeting; (VII) Other status that needs to be recorded.
433	**Article 56** The procedures for convening meetings and file maintenance etc. of the Board's special committees are expressly stipulated by the Board in the procedural rules for meetings of special committees with reference to the Rules and other relevant laws and regulations, departmental rules and according to the actual situation of the Company.	**Article ~~56~~ 54** The procedures for convening meetings and file maintenance etc. of the Board's special committees are expressly stipulated by the Board in the procedural rules for meetings of special committees with reference to the Rules and other relevant laws and regulations, departmental rules and according to the actual situation of the Company.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
434	**Article 58** The secretary to the Board shall be a natural person with the necessary professional knowledge and experience, and shall be nominated by the chairman of the Board and appointed or removed by the Board. Prior to the holding of office of the secretary to the Board, approval of the NFRA on his/her qualifications shall be obtained. Directors or senior management other than the chairman of the Board and the general manager may serve as the secretary to the Board concurrently. Supervisors shall not act as the secretary to the Board of the Company concurrently. The certified public accountants or lawyers employed by the Company shall not act as the secretary to the Board of the Company concurrently. Where the secretary to the Board is also a director and an act is required to be done by a director and a secretary separately, such person who is acting both as director and the secretary to the Board of the Company shall not perform the act in both capacities.	**Article ~~58~~ 56** The secretary to the Board shall be a natural person with the necessary professional knowledge and experience, and shall be nominated by the chairman of the Board and appointed or removed by the Board. Prior to the holding of office of the secretary to the Board, approval of the ~~NFRA~~ Insurance Regulatory Authority on his/her qualifications shall be obtained. Directors or senior management other than the chairman of the Board and the general manager may serve as the secretary to the Board concurrently. No member of the audit committee ~~Supervisors~~ may serve as senior management of the Company or~~shall not~~ act as the secretary to the Board ~~of the Company~~ concurrently. The certified public accountants or lawyers employed by the Company shall not act as the secretary to the Board of the Company concurrently. Where the secretary to the Board is also a director and an act is required to be done by a director and a secretary separately, such person who is acting both as director and the secretary to the Board of the Company shall not perform the act in both capacities.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
435	**Article 60** The principal duties of the secretary to the board of directors are as follows: (I) To guarantee that the Company has complete organizational documents and records; (II) To ensure that the Company prepares and submits documents and reports as required by competent authorities in accordance with law; (III) To ensure that the register of shareholders of the Company is properly established and to ensure that persons entitled to receive such records and documents shall be provided with the relevant records and documents in time; (IV) To prepare the shareholders' general meetings and meetings of the Board in accordance with due procedures and requirement of the chairman of the Board; (V) To prepare and keep the archives of the shareholders' general meetings and meetings of the Board and materials and documents of other meetings, and to keep the registers and materials relating to the Company's shareholders, directors, supervisors and senior managers;	**Article ~~60~~ 58** The principal duties of the secretary to the board of directors are as follows: (I) To guarantee that the Company has complete organizational documents and records; (II) To ensure that the Company prepares and submits documents and reports as required by competent authorities in accordance with law; (III) To ensure that the register of shareholders of the Company is properly established and to ensure that persons entitled to receive such records and documents shall be provided with the relevant records and documents in time; (IV) To prepare the shareholders' ~~general~~ meetings and meetings of the Board in accordance with due procedures and requirement of the chairman of the Board; (V) To prepare and keep the archives of the shareholders' ~~general~~ meetings and meetings of the Board and materials and documents of other meetings, and to keep the registers and materials relating to the Company's shareholders, directors~~,~~ ~~supervisors~~ and senior managers;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(VI) To report the notices and resolutions of the shareholders' general meetings and meetings of the Board to NFRA according to the requirements of regulatory authorities; (VII) To assist shareholders, directors and supervisors in exercising rights and performing duties; (VIII) To administer the Company's affairs including information disclosure and investor relations; (IX) To assist the Company's chairman of the Board in drafting the Company's corporate governance report; (X) To report flaws and problems in the Company's governance structure pursuant to requirements of the regulatory authorities; (XI) To organize training programs for directors and other relevant personnel pursuant to requirements of the regulatory authorities.	(VI) To report the notices and resolutions of the shareholders' ~~general~~ meetings and meetings of the Board to ~~NFRA~~ Insurance Regulatory Authority according to the requirements of regulatory authorities; (VII) To assist shareholders, directors and ~~supervisors~~ the audit committee in exercising rights and performing duties in accordance with the law; (VIII) To administer the Company's affairs including information disclosure and investor relations; (IX) To assist the Company's chairman of the Board in drafting the Company's corporate governance report; (X) To report flaws and problems in the Company's governance structure pursuant to requirements of the regulatory authorities; (XI) To organize training programs for directors and other relevant personnel pursuant to requirements of the regulatory authorities.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
436	**Article 62** The Company shall have a Board office which shall be accountable for the secretary to the Board and shall assist the shareholders, directors, supervisors and the secretary the Board with their work. If the Board office does not have the conditions to operate independently, it may work in cooperation with other departments of the Company.	**Article ~~62~~ 60** The Company shall have a Board office which shall be accountable for the secretary to the Board and shall assist the shareholders, directors, ~~supervisors~~ the audit committee and the secretary the Board with their work and support the audit committee in its exercise of supervisory duties independently in accordance with the law. If the Board office does not have the conditions to operate independently, it may work in cooperation with other departments of the Company.
437	**Chapter 9** Special Committees of the Board	**Chapter 9** Special Committees of the Board

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
438	**Article 63** The audit and consumer rights protection committee, nomination and remuneration management committee, strategy and investment decision committee and risk management and related transaction control committee shall be established under the Board of the Company. The Board may set up other special committees and restructure the existing committees as necessary, the rules of meetings and work duties of each committee shall be formulated and implemented by the Board according to the relevant PRC laws and regulations, the listing rules of the place where the Company's shares are listed and other relevant regulations. Each special committee is the auxiliary decision-making authority of the Board, which provide professional opinions and advices to or is authorized by the Board to decide on professional matters, and shall be accountable to the Board. Members of the special committees shall be served by directors, and members of each committee shall not be less than three (3) persons. The audit and consumer rights protection committee shall comprise of no less than three non-executive directors and the chairman of the committee shall be an independent director, while members of the committees shall have the financial, auditing, accounting or legal expertise and work experience. The majority of the audit and consumer rights protection committee shall be independent directors.	**Article ~~63~~61** The audit and consumer rights protection committee, nomination and remuneration management committee, strategy and investment decision committee and risk management and related transaction control committee shall be established under the Board of the Company. The Board may set up other special committees and restructure the existing committees as necessary, the rules of meetings and work duties of each committee shall be formulated and implemented ~~by the Board~~ according to the ~~relevant PRC~~ laws ~~and~~, regulations, ~~the listing~~regulatory requirements, the securities regulatory rules of the place where the Company's shares are listed and ~~other relevant regulations.~~ the Articles of Association.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	The nomination and remuneration management committee shall comprise of no less than three directors, the majority of which shall be independent directors, and the chairman of the committee shall be an independent director. The strategy and investment decision committee shall comprise of no less than three directors, and the chairman of the committee shall be a candidate elected by the Board. The risk management and the related transaction control committee shall comprise of no less than three directors, the proportion of independent directors shall not be less than one-third (1/3), and the chairman of the committee shall be an independent director.	~~Each special committee is the auxiliary decision-making authority of the Board, which provide professional opinions and advices to or is authorized by the Board to decide on professional matters, and shall be accountable to the Board.~~ Members of ~~the~~each special committees shall be served by directors, and members of each committee shall not be less than three (3) persons. The audit ~~and consumer rights protection~~ committee shall comprise of no less than three (3) non-executive directors and the chairman of the committee shall be an independent director~~, while~~. More than half of members of the ~~committees shall~~ audit committee shall be independent directors and all members of the committee shall have the financial, auditing, accounting or legal expertise and work experience~~. The majority of the audit~~ , and ~~consumer rights protection committee shall be independent directors.~~ , and at least one (1) of the independent directors shall have adequate professional qualifications or adequate accounting or related financial management expertise as required by the securities regulatory rules of the place where the Company's shares are listed. Where there are additional provisions in the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		The nomination and remuneration management committee shall comprise of no less than three (3) directors, ~~the majority of which shall be independent directors,~~ and the chairman of the committee shall be an independent director~~.~~, and the majority of the committee shall be independent directors. Where the Hong Kong Listing Rules and other securities regulatory rules of the place where the shares of the Company are listed or the relevant regulatory authorities provide otherwise, such provisions shall prevail. The strategy and investment decision committee shall comprise of no less than three (3) directors, and the chairman of the committee shall be ~~a candidate~~ elected by the Board. The risk management and the related transaction control committee shall comprise of no less than three (3) directors, the proportion of independent directors shall not be less than one-third (1/3), and the chairman of the committee shall be an independent director.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
439	—	**Article 62** Each special committee under the board of directors shall have one (1) committee secretary, who shall be the head of the Board office of the Company. Under the guidance of the chairman of the committee, the committee secretary shall be responsible for administrative matters for such committee, including daily liaison, and meeting preparation, organization, and coordination.
440	**Article 64** The primary responsibilities of the strategy and investment decision strategy committee under the Board are as follows: (I) To consider the management system for the use of insurance funds and to make recommendations to the Board; (II) To make recommendations to the Board on the management of the use of insurance funds; (III) To consider the investment decision-making procedures and authorization mechanisms and to make recommendations to the Board; (IV) To consider asset strategic allocation planning, annual investment plan and investment guidance and related adjustment plan;	**Article ~~64~~ 63** The primary responsibilities of the strategy and investment decision strategy committee under the Board are as follows: ~~(I) To consider the management system for the use of insurance funds and to make recommendations to the Board;~~ ~~(II) To make recommendations to the Board on the management of the use of insurance funds;~~ ~~(III) To consider the investment decision-making procedures and authorization mechanisms and to make recommendations to the Board;~~ ~~(IV) To consider asset strategic allocation planning, annual investment plan and investment guidance and related adjustment plan;~~

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(V) To consider major investment matters and to make recommendations to the Board;	~~(V) To consider major investment matters and to make recommendations to the Board;~~
	(VI) To consider the investment strategy and operation plan of the new investment variety and make recommendations to the Board;	~~(VI) To consider the investment strategy and operation plan of the new investment variety and make recommendations to the Board;~~
	(VII) To consider the performance appraisal system for the use of funds and to submit recommendations to the Board;	~~(VII) To consider the performance appraisal system for the use of funds and to submit recommendations to the Board;~~
	(VIII) To consider the management system of insurance assets and liabilities, and to promote the establishment and improvement of the management mechanism for the assets and liabilities of the Company;	~~(VIII) To consider the management system of insurance assets and liabilities, and to promote the establishment and improvement of the management mechanism for the assets and liabilities of the Company;~~
	(IX) To promote the establishment of periodic risk analysis mechanism to prevent the risk of asset and liability mismatch;	~~(IX) To promote the establishment of periodic risk analysis mechanism to prevent the risk of asset and liability mismatch;~~
	(X) Other duties assigned by the Board.	~~(X) Other duties assigned by the Board.~~ (I) To study the development strategies, medium and long-term development planning of the Company and the implementation thereof, and to make recommendations to the Board;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		(II) To consider the management system for use of insurance funds and the decision-making process and authorization mechanism for investment and to make recommendations to the Board; (III) To consider the assets allocation plan, annual investment plan, investment guidelines and significant adjustments thereto, to study the strategy and proposal for significant investment and investment in new products, and to make recommendations to the Board; (IV) To fulfill the relevant duties of the assets and liabilities management committee, to consider the policies, system and significant proposals for assets and liabilities management, to monitor the matching between assets and liabilities and relevant risks, and to make recommendations to the Board; (V) To consider the relevant system for the use of funds and for the performance appraisal related to assets and liabilities management, and to supervise the implementation of the relevant strategies, planning and policies; (VI) Other duties authorized by laws, regulations, regulatory requirements, the Articles of Association and the Board.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
441	**Article 65** The primary responsibilities of the nomination and remuneration management committee under the Board are as follows: (I) To review the election system, assessment criteria and incentive measures of directors and senior management and to make recommendations to the Board; (II) To identify extensively qualified candidates for directors and senior management;	**Article 6~~4~~5** The ~~primary responsibilities of the~~ nomination and remuneration management committee shall primarily perform the following duties~~under the Board are as follows~~: (I) To advise and examine ~~review~~ the election system, assessment criteria and incentive measures of directors and senior management and to supervise the implementation thereof ~~make recommendations to the Board~~;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(III) To carry out preliminary examination of the candidates for directors and senior management and to make recommendations to the Board; (IV) To study the criteria for assessment of directors and senior management, to assess senior management and make comments to the Board; and other responsibilities assigned by the Board.	(II) To nominate directors, and to make recommendations to the Board with respect to the examination of nomination of candidates for directors (excluding those who are employees) and senior management and the appointment and dismissal thereof; ~~(II) To identify extensively qualified candidates for directors and senior management;~~ ~~(III) To carry out preliminary examination of the candidates for directors and senior management and to make recommendations to the Board;~~ (~~IV~~III) ~~To study the criteria for assessment of directors and~~ To conduct performance appraisal on senior management~~, to assess senior management and make comments to the Board~~; (IV) ~~and other~~Other responsibilities conferred by laws, regulations, regulatory requirements, the Articles of Association and assigned by the Board.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
442	**Article 66** The primary responsibilities of the audit and consumer rights protection committee under the Board are as follows: (I) To review the Company's fundamental internal audit system and make recommendations to the Board, to approve the Company's annual audit plan and budget; (II) To evaluate audit director's performance and make recommendations to the Board; (III) To supervise the internal audit work of the Company and monitor its effectiveness; (IV) To make recommendations to the Board on the appointment, removal, and remuneration of external auditors; (V) To co-ordinate between the internal and external auditors; (VI) To regularly review and assess the soundness and effectiveness of our internal control system, and promptly consider and handle any major complaints in connection with our internal control system; (VII) To supervise the improvement and implementation of any significant findings arising out of the internal and external audit;	~~**Article 66** The primary responsibilities of the audit and consumer rights protection committee under the Board are as follows:~~ ~~(I) To review the Company's fundamental internal audit system and make recommendations to the Board, to approve the Company's annual audit plan and budget;~~ ~~(II) To evaluate audit director's performance and make recommendations to the Board;~~ ~~(III) To supervise the internal audit work of the Company and monitor its effectiveness;~~ ~~(IV) To make recommendations to the Board on the appointment, removal, and remuneration of external auditors;~~ ~~(V) To co-ordinate between the internal and external auditors;~~ ~~(VI) To regularly review and assess the soundness and effectiveness of our internal control system, and promptly consider and handle any major complaints in connection with our internal control system;~~ ~~(VII) To supervise the improvement and implementation of any significant findings arising out of the internal and external audit;~~

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(VIII) To periodically review the internal control evaluation report submitted by the internal audit department, and to provide comments and improvement recommendations to the Board on the internal control issues of the Company;	~~(VIII) To periodically review the internal control evaluation report submitted by the internal audit department, and to provide comments and improvement recommendations to the Board on the internal control issues of the Company;~~
	(IX) To review the basic system of compliance of the Company and submit opinions to the Board;	~~(IX) To review the basic system of compliance of the Company and submit opinions to the Board;~~
	(X) To audit the Company's annual compliance report and to submit the same to the Board, and to periodically review the interim compliance report of the Company;	~~(X) To audit the Company's annual compliance report and to submit the same to the Board, and to periodically review the interim compliance report of the Company;~~
	(XI) To listen to reports on compliance matters by the compliance chief and the compliance management department, and to provide comments and suggestions to the Board;	~~(XI) To listen to reports on compliance matters by the compliance chief and the compliance management department, and to provide comments and suggestions to the Board;~~

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(XII) Accountability to the Board, submitting work reports and annual report on consumer rights protection to the Board, performing related works as authorized by the Board, discussing and making decisions on the relevant matters, and studying major issues and important policies on consumer rights protection;	~~(XII) Accountability to the Board, submitting work reports and annual report on consumer rights protection to the Board, performing related works as authorized by the Board, discussing and making decisions on the relevant matters, and studying major issues and important policies on consumer rights protection;~~
	(XIII) Guiding and supervising the establishment and improvement of the management system of consumer rights protection to ensure that the relevant system and regulations are compatible with our corporate governance, corporate culture construction and business development strategies;	~~(XIII) Guiding and supervising the establishment and improvement of the management system of consumer rights protection to ensure that the relevant system and regulations are compatible with our corporate governance, corporate culture construction and business development strategies;~~
	(XIV) Supervising the comprehensiveness, timeliness and effectiveness of the works of senior management and consumer rights protection department in accordance with regulatory requirements and from various aspects such as the strategies, policies, target implementation and work performance of consumer rights protection;	~~(XIV) Supervising the comprehensiveness, timeliness and effectiveness of the works of senior management and consumer rights protection department in accordance with regulatory requirements and from various aspects such as the strategies, policies, target implementation and work performance of consumer rights protection;~~

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(XV) Holding meetings regularly on consumer rights protection to review the work reports of senior management and consumer rights protection department, and studying annual audit reports, regulatory circulars and internal assessment results related to consumer rights protection as well as urging senior management and relevant departments to take remedy actions to the issues identified in a timely manner; (XVI) Other responsibilities assigned by the Board.	~~(XV) Holding meetings regularly on consumer rights protection to review the work reports of senior management and consumer rights protection department, and studying annual audit reports, regulatory circulars and internal assessment results related to consumer rights protection as well as urging senior management and relevant departments to take remedy actions to the issues identified in a timely manner;~~ ~~(XVI) Other responsibilities assigned by the Board.~~ **Article 65** The audit committee shall be responsible for reviewing the Company's financial information and the disclosure thereof, supervising and assessing internal and external audit work and internal controls, undertaking the Company's responsibilities in relation to consumer rights protection and compliance management, and exercising the functions and powers of the board of supervisors as prescribed by the Company Law and regulatory systems.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
443	—	**Article 66** The following matters shall be submitted to the board of directors for consideration after being approved by more than half of the members of the audit committee: (I) To disclose the financial information in financial and accounting reports and periodic reports, and internal control evaluation reports; (II) To appoint or dismiss the accounting firm that undertakes the audit business for the Company; (III) To appoint or dismiss the financial director of the Company; (IV) To change accounting policies or accounting estimates or to correct material accounting errors for reasons other than changes in accounting standards;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		(V) Other matters subject to the said procedures as stipulated by laws, regulations, regulatory requirements and the Articles of Association. The audit committee shall hold at least one (1) meeting every quarter and may hold an extraordinary meeting when no less than two (2) members propose, or when the convener deems it necessary, to do so. A meeting of the audit committee shall not be held unless at least two-thirds (2/3) of the members are present. Decisions made by the audit committee shall be approved by more than half of the members of the audit committee. The voting on the resolutions of the audit committee shall comply with the principle of one person one vote. The audit committee shall prepare meeting minutes as required, and the members of the audit committee attending the meeting shall sign on the meeting minutes. The specific procedures and work requirements for the audit committee to perform its duties are stipulated by its rules of work, the formulation of which falls within the responsibility of the board of directors.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
		The audit committee shall independently exercise its supervisory functions and powers in accordance with the law, without being subject to the approval or authorisation of the board of directors. Matters in respect of which the audit committee makes professional recommendations to the board of directors or for which it performs ex ante review procedures shall be handled in accordance with laws, regulations, regulatory requirements and the Articles of Association.
444	**Article 67** The primary responsibilities of the risk management and related transaction control committee under the Board are as follows: (I) To understand the major risks the Company is faced with and the control of such risks; (II) To supervise the effectiveness of the risk control system;	**Article 67** The primary responsibilities of the risk management and related transaction control committee under the Board are as follows: (I) To understand the major risks the Company is faced with and the control of such risks; (II) To supervise the effectiveness of the risk control system;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(III) To consider the following matters and provide comments and recommendations to the Board: 1. the overall solvency risk management objectives, risk appetite, risk tolerance and risk management policies; 2. the organizational structure and responsibilities for solvency risk management; 3. the risk of major business management matters, to continuously monitor various risks faced by the Company and their management; 4. the effectiveness of the solvency risk management system; 5. solutions to major solvency risks events; 6. annual risk assessment report;	(III) To consider the following matters and provide comments and recommendations to the Board: 1. the overall solvency risk management objectives, risk appetite, risk tolerance and risk management policies; 2. the organizational structure and responsibilities for solvency risk management; 3. the risk of major business management matters, to continuously monitor various risks faced by the Company and their management; 4. the effectiveness of the solvency risk management system; 5. solutions to major solvency risks events; 6. annual risk assessment report;
	(IV) To examine the risk management system for use of insurance funds, and to make recommendations to the Board;	(IV) To examine the risk management system for use of insurance funds, and to make recommendations to the Board;
	(V) To examine and monitor the lawful compliance of the use of insurance funds;	(V) To examine and monitor the lawful compliance of the use of insurance funds;
	(VI) To supervise and advise on the risk management department's performance in identifying, assessing, tracking, controlling and managing risks of using insurance funds;	(VI) To supervise and advise on the risk management department's performance in identifying, assessing, tracking, controlling and managing risks of using insurance funds;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(VII) To consider the management of risk of using funds in the periodic reports of the risk management department;	(VII) To consider the management of risk of using funds in the periodic reports of the risk management department;
	(VIII) To regularly review the risk assessment report submitted by the risk management department and provide comments and improvement recommendations to the Board on issues of risks of the Company;	(VIII) To regularly review the risk assessment report submitted by the risk management department and provide comments and improvement recommendations to the Board on issues of risks of the Company;
	(IX) The identification and maintenance of related parties, the management, review, approval and risk control of related transactions, and the determination of basic policies and management systems for related transactions;	(IX) ~~The identification and maintenance of related parties,~~ To be responsible for the management, examination and risk control of related transactions, with particular focus on the compliance, fairness and necessity of related transactions; to consider the management~~, review, approval and risk control of~~ system for related-party transactions and make recommendations to the Board, to examine related transactions, and ~~the determination of basic policies and~~ accept ordinary related transaction filings in accordance with laws, regulations, regulatory requirements and the Articles of Association, and to supervise the implementation of the management systems for related transactions; to submit related transactions examined by it that are subject to approval of the board of directors or shareholders' meeting as required by law to the competent authority for consideration;

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(X) Providing written opinions on the compliance, fairness and necessity of significant related transactions and whether they harm the interests of insurance companies and consumers; (XI) Coordinating and managing the disclosure of related transaction information; (XII) Other responsibilities assigned by the Board.	(X) Providing written opinions on the compliance, fairness and necessity of significant related transactions and whether they harm the interests of insurance companies and consumers; (XI) ~~Coordinating and managing the disclosure of related transaction information;~~ ~~(XII)~~ Other responsibilities assigned by the Board.
445	**Article 68** The special committees may employ intermediaries to provide professional opinions at the expenses of the Company.	**Article 68** The special committees may employ intermediaries to provide professional opinions at the expenses of the Company. Independent directors may convene a special meeting to be attended solely by independent directors, to study the matters in relation to their duties performance, and may elect one (1) independent director to be responsible for convening and coordinating at the meeting. The Company shall provide necessary support to independent directors in their performance of duties.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
446	**Article 69** The corporate governance report is a self-examination report that comprehensively reflects how a company improves its governance structure during a year. A corporate governance report includes contents in the following aspects: (I) System construction, including the formulation and revision of Articles of Association, procedural rules for meetings and main management systems. (II) Shareholders and equities, including status of a company such as equity transactions, guarantees, suspensions, intermediated shareholdings and equity disputes, litigation and so on; related relationship among shareholders and whether there is a de facto controller, etc.; convening of general meetings and resolutions made thereat; capital increase and share expansion of the Company, introduction of strategic investors and work plan for listing; dividend distribution to shareholders by the company and so on.	**Article 69** The corporate governance report is a self-examination report that comprehensively reflects how a company improves its governance structure during a year. A corporate governance report includes contents in the following aspects: (I) System construction, including the formulation and revision of Articles of Association, procedural rules for meetings and main management systems. (II) Shareholders and equities, including status of a company such as equity transactions, guarantees, suspensions, intermediated shareholdings and equity disputes, litigation and so on; related relationship among shareholders and whether there is a de facto controller, etc.; convening of ~~general meeting~~ shareholders' meetings and resolutions made thereat; capital increase and share expansion of the Company, introduction of strategic investors and work plan for listing; dividend distribution to shareholders by the company and so on.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(III) Board of directors, including the composition of and change in the board of directors; establishment of system of independent directors; assessment of due diligence of directors; establishment, composition and operation of special committees under the Board; convening of board meetings and resolutions made thereat.	(III) Board of directors, including the composition of and change in the board of directors; establishment of system of independent directors; assessment of due diligence of directors; establishment, composition and operation of special committees under the Board; convening of board meetings and resolutions made thereat.
	(IV) Supervisory committee, including the composition of and change in the supervisory committee; due diligence of supervisors; meetings of supervisory committee and resolutions made thereat.	~~(IV) Supervisory committee, including the composition of and change in the supervisory committee; due diligence of supervisors; meetings of supervisory committee and resolutions made thereat.~~ (IV) Undertaking of supervisory duties, including the performance by the audit committee of the statutory, regulatory and supervisory powers originally vested in the board of supervisors, the evaluation of directors' performance of duties, the supervision of internal audit, the supervision of consumer rights protection, and the related rectifications; in case of abolition of the board of supervisors and handover of its duties during the reporting period, the handover arrangements and the custody of historical records.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
	(V) Management, including the composition of and change in senior management in the head office; the management of and adjustment to the senior management of the head office; the setup and adjustment of the internal organs of the Company.	(V) Management, including the composition of and change in senior management in the head office; the management of and adjustment to the senior management of the head office; the setup and adjustment of the internal organs of the Company.
	(VI) Incentive and restraint mechanisms, including the performance appraisal standards and penalties for directors of the company and senior management of the head office; the equity incentive or employee stock ownership of the Company; list in table all incomes including but not limited to basic remuneration, bonus, allowance, benefits, exercise proceeds and other cash incomes that each director and senior management of the head office has received from the Company in the prevailing year.	(VI) Incentive and restraint mechanisms, including the performance appraisal standards and penalties for directors of the company and senior management of the head office; the equity incentive or employee stock ownership of the Company; list in table all incomes including but not limited to basic remuneration, bonus, allowance, benefits, exercise proceeds and other cash incomes that each director and senior management of the head office has received from the Company in the prevailing year.
	(VII) Related transactions, including the number and total transaction amount of major related transactions, and whether review and reporting have been made according to relevant provisions.	(VII) Related transactions, including the number and total transaction amount of major related transactions, and whether review and reporting have been made according to relevant provisions.
	(VIII) Information disclosure, including the formulation, revision and implementation of the Company's information disclosure system.	(VIII) Information disclosure, including the formulation, revision and implementation of the Company's information disclosure system.
	(IX) Other contents that requires self-examination according to the corporate governance evaluation system of regulatory bodies.	(IX) Other contents that requires self-examination according to the corporate governance evaluation system of regulatory bodies.

No.	Rules of Procedures of the Board of Directors Before Revision	Rules of Procedures of the Board of Directors After Revision
447	**Article 70** The corporate governance report shall be drafted and summarized under the leadership of the Board chairman and submitted to the Board for review. The Company shall report to the NFRA the corporate governance report for the previous year reviewed by the Board on time in accordance with regulatory requirements.	**Article 70** The corporate governance report shall be drafted and summarized under the leadership of the Board chairman and submitted to the Board for review. The Company shall report to the ~~NFRA~~ Insurance Regulatory Authority the corporate governance report for the previous year reviewed by the Board on time in accordance with regulatory requirements.
448	**Article 71** The Rules shall take effect after being approved by the resolution at the shareholders' general meeting. The Board shall revise the Rules according to the resolution of the shareholders' general meeting and the approval of the relevant authorities.	**Article 71** The Rules, upon approval at the shareholders' meeting, shall take effect ~~after being~~ at the time when the revised Articles of Association come into force ~~approved by the resolution at the shareholders' general meeting~~. The Board shall revise the Rules according to the resolution of the shareholders' ~~general~~ meeting and the approval of the relevant authorities.
449	**Article 73** In these Rules, the phrase "no less than" includes the number itself; while the phrases "less than", "lower than" and "more than" do not include the number itself.	**Article 73** In these Rules, the phrase "no less than" and "within" includes the number itself; while the phrases "less than", "over", "beyond", "lower than", ~~and~~ "more than" and "exceed" do not include the number itself.



眾安在綫財產保險股份有限公司
ZHONGAN ONLINE P & C INSURANCE CO., LTD.*

*(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as "**ZA Online Fintech P & C**")*

(Stock Code: 6060)

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 first extraordinary general meeting (the "**EGM**") of ZhongAn Online P & C Insurance Co., Ltd. (the "**Company**") will be held at Conference Room Xin Pu Zhu Lin, 2/F, 219 Yuanmingyuan Road, Huangpu District, Shanghai, the PRC at 10 a.m. on Friday, December 4, 2026 for the purposes of considering and, if thought fit, approving the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the abolition of the Supervisory Committee of the Company.

2. To consider and approve the proposal on amendments to the Articles of Association of the Company.

By order of the Board
ZhongAn Online P & C Insurance Co., Ltd.*
Hai Yin
Chairman

Shanghai, the PRC, November 17, 2026

* *For identification purposes only and carrying on business in Hong Kong as "**ZA Online Fintech P & C**"*

Notes:

1. In order to determine the list of shareholders of the Company who are entitled to attend the EGM, the register of members of the Company will be closed from Tuesday, December 1, 2026 to Friday, December 4, 2026, both days inclusive, during which period no transfer of shares of the Company (the "**Shares**") will be registered. Unregistered holders of Shares who wish to attend the EGM must lodge the share certificates accompanied by transfer documents with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares of the Company) or the office of the Board at 4-5/F, Associate Mission Building, 169 Yuanmingyuan Road, Shanghai, the PRC (for holders of Domestic Shares of the Company) no later than 4:30 p.m. on Monday, November 30, 2026 for registration. Shareholders whose names appear on the register of members of the Company on Friday, December 4, 2026 shall be entitled to attend and vote at the EGM.

2. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent the relevant Shareholder.

   The instrument appointing a proxy must be in writing under the hand of a shareholder or a representative authorised in writing by such shareholder. If the shareholder is a corporation, the instrument must bear the official stamp or the signatures of its directors, or representatives duly authorised. If that instrument is signed by another person authorized by the shareholder, the power of attorney authorising the signature or other authorisation document must be notarised.

   In order to be valid, the proxy form together with the notarised power of attorney or other authorisation document (if any) must be deposited at the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares of the Company) or the office of the Board at 4-5/F, Associate Mission Building, 169 Yuanmingyuan Road, Shanghai, the PRC (for holders of Domestic Shares of the Company) not less than 24 hours before the time fixed for the holding of the EGM (i.e. before 10:00 a.m. on Thursday, December 3, 2026) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes.

3. Pursuant to the Listing Rules and the Articles of Association, the resolutions set out in this Notice of EGM will be decided by way of poll, except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The poll results will be published on the websites of the Company and the Stock Exchange after the EGM.

4. Shareholders or their proxies attending the EGM (or any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.

5. If the attending shareholder is a corporation, its legal representative shall present his/her own identity card, valid certificates and valid documents evidencing his/her capacity as legal representative, whereas the proxy authorised by the legal representative shall present his/her identity card and written proxy form legally issued by the relevant shareholder.

6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises two executive Directors, namely Mr. Xing Jiang and Mr. Gaofeng Li; five non-executive Directors, namely Mr. Hai Yin, Mr. Yaping Ou, Mr. Liangxun Shi, Mr. Shuang Zhang and Mr. Hugo Jin Yi Ou; and four independent non-executive Directors, namely Ms. Vena Wei Yan Cheng, Ms. Gigi Wing Chee Chan, Mr. Stanley Chiu Fai Choi and Mr. Hongjun Zhong.