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中国平安保险(集团)股份有限公司

Ping An Insurance (Group) Company of China, Ltd.

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

Stock Code: 2318 (HKD counter) and 82318 (RMB counter)
(Debt Stock Code: 5131)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On December 16, 2025, the supervisory committee and the board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) respectively approved the resolution in relation to the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) (the “**Proposed Amendments**”).

The Proposed Amendments shall be submitted to the shareholders’ general meeting of the Company (the “**General Meeting**”) for consideration and it is proposed that the General Meeting to authorize the chairman of the Board or its authorized representative to make corresponding necessary and appropriate amendments to the Articles of Association so as to reflect the changes required by relevant regulatory authorities, industrial and commercial registration authorities and stock exchanges.

The Proposed Amendments are subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the General Meeting by way of special resolution and shall become effective upon the approval by the National Financial Regulatory Administration. Prior to that, the existing Articles of Association will remain effective.

The details of the Proposed Amendments are set out in the Appendix to this announcement. A circular containing, inter alia, details of the above resolution will be issued to the Shareholders in due course.

By order of the Board
Sheng Ruisheng
Company Secretary

Shenzhen, the PRC, December 16, 2025

As at the date of this announcement, the executive directors of the Company are Ma Mingzhe, Xie Yonglin, Michael Guo, Fu Xin and Cai Fangfang; the non-executive directors of the Company are Soopakij Chearavanont, Yang Xiaoping, He Jianfeng and Cai Xun; the independent non-executive directors of the Company are Ng Kong Ping Albert, Jin Li, Wang Guangqian, Hong Xiaoyuan, Song Xianzhong and Chan Hiu Fung Nicholas.

Appendix

Particulars of the Amendments to the Articles of Association

I. Amendments to the Articles of Association

No.	Existing Articles of Association	Proposed Amendments and Revised Articles of Association
1.	<p>Article 40</p> <p>Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>...</p> <p>(2) to request, convene, hold, participate or authorize proxies to attend shareholders' meeting, and to exercise voting rights accordingly;</p> <p>...</p>	<p>Article 40</p> <p>Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>...</p> <p>(2) to request <u>to</u>, convene, <u>call</u>, hold, participate or authorize proxies to attend shareholders' meeting, and to exercise voting rights accordingly;</p> <p>...</p>
2.	<p>Article 45</p> <p>Holders of ordinary shares of the Company shall have the following obligations, in addition to performing shareholder obligations in accordance with the Company Law and other laws, regulations and regulatory provisions:</p> <p>...</p> <p>(5) any contributed capital and shareholding shall comply with regulatory requirements. Shareholders shall use their own funds from lawful sources to acquire shares of the Company, and may not use entrusted funds, debt funds, or other non-self-owned funds to acquire shares of the Company, unless otherwise provided by laws and regulations or regulatory systems. The percentage of shareholding and the number of institutions invested by shareholders shall comply with regulatory requirements, and it is not allowed to entrust others or accept others' entrustment to hold the Company's shares.</p> <p>If the contribution by or behaviors of any shareholder are in violation of laws, regulations and relevant regulatory requirements and commitments made by such shareholder, the shareholder shall not exercise shareholders' rights including the voting right, the entitlement to dividends and the right to nominate candidates, and shall undertake to accept the regulatory actions to be taken by the National Financial Regulatory Administration, such as the restrictions on shareholders' rights and the order to transfer shareholding.</p> <p>...</p> <p>If the holding of a number of shares that exceeds the permitted number provided above (the "Excess Shares") by the Company's shareholders is not approved by the National Financial Regulatory Administration, in exercising his rights as a shareholder prescribed by Article 40, he shall be subject to the following restrictions in respect of the Excess Shares, including but not limited to:</p>	<p>Article 45</p> <p>Holders of ordinary shares of the Company shall have the following obligations, in addition to performing shareholder obligations in accordance with the Company Law and other laws, regulations and regulatory provisions:</p> <p>...</p> <p>(5) any contributed capital and shareholding shall comply with regulatory requirements. Shareholders shall use their own funds from lawful sources to acquire shares of the Company, and may not use entrusted funds, debt funds, or other non-self-owned funds to acquire shares of the Company, unless otherwise provided by laws and regulations or regulatory systems. The percentage of shareholding and the number of institutions invested by shareholders shall comply with regulatory requirements, and it is not allowed to entrust others or accept others' entrustment to hold the Company's shares.</p> <p>If the contribution by or behaviors of any shareholder are in violation of laws, regulations and relevant regulatory requirements and commitments made by such shareholder, the shareholder shall not exercise shareholders' rights including <u>the right to attend meetings</u>, the voting right, the entitlement to dividends, <u>the right to submit proposals</u> and the right to nominate candidates, and shall undertake to accept the regulatory actions to be taken by the National Financial Regulatory Administration, such as the restrictions on shareholders' rights and the order to transfer shareholding.</p> <p>...</p> <p>If the holding of a number of shares that exceeds the permitted number provided above (the "Excess Shares") by the Company's shareholders is not approved by the National Financial Regulatory Administration, in exercising his rights as a shareholder prescribed by Article 40, he shall be subject to the following restrictions in respect of the Excess Shares, including but not limited</p>

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	<p>(i) the Excess Shares do not carry any voting rights at the general meeting or any class meeting of shareholders; and</p> <p>(ii) the Excess Shares do not carry any right of nominating directors and supervisors provided in these Articles of Association; and</p> <p>(iii) the Excess Shares do not carry any right of receiving dividends.</p> <p>...</p> <p>(14) notify the Company of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions upon the occurrence of a merger, separation, suspension of business for overhaul, designated custody, receivership, abolishment, or any other measure, or commencement of a dissolution, liquidation, bankruptcy procedure, or changes in its legal representative, company name, business premises, business scope and other material matters;</p> <p>any holders of the Company's foreign shares (if the shareholders are clearing houses recognized by Hong Kong laws or agent thereof ("Recognized Clearing House") otherwise), shall inform the Company's share registrar in time, and report to the board of directors of the Company for record when there are any changes in their legal representative, company name, business premises, business scope, or other major events. If the shareholder is a Recognized Clearing House, when its authorized signatories, company name or address change, it shall inform the Company's registrar in time;</p> <p>(15) other obligations stipulated by laws, administrative regulations and these Articles of Association.</p> <p>...</p>	<p>to:</p> <p>(i) the Excess Shares do not carry any voting rights at the general meeting or any class meeting of shareholders; and</p> <p>(ii) the Excess Shares do not carry any right of nominating <u>the candidates for</u> directors and supervisors provided in these Articles of Association; and</p> <p>(iii) the Excess Shares do not carry any right of receiving dividends.</p> <p>...</p> <p>(14) notify the Company of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions upon the occurrence of a merger, separation, suspension of business for overhaul, designated custody, receivership, abolishment, or any other measure, or commencement of a dissolution, liquidation, bankruptcy procedure, or changes in its legal representative, company name, business premises, business scope and other material matters;</p> <p>any holders of the Company's foreign shares (if the shareholders are clearing houses recognized by Hong Kong laws or agent thereof ("Recognized Clearing House") otherwise), shall inform the Company's share registrar in time, and report to the board of directors of the Company for record when there are any changes in their legal representative, company name, business premises, business scope, or other major events. If the shareholder is a Recognized Clearing House, when its authorized signatories, company name or address change, it shall inform the Company's registrar in time;</p> <p>(15) other obligations stipulated by laws, administrative regulations and these Articles of Association.</p> <p>...</p>
3.	<p>Article 50</p> <p>Except as otherwise provided in these Articles of Association, the shareholders' general meeting shall exercise the following functions and powers:</p> <p>(1) to elect and replace directors and to determine matters relating to the remuneration of the directors;</p> <p>(2) to elect and replace the supervisors other than those representing employees of the Company and to determine matters concerning the remuneration of supervisors;</p> <p>(3) to consider and approve the reports of the board of directors;</p> <p>(4) to consider and approve the reports of the supervisory committee;</p> <p>...</p> <p>(10) to amend these Articles of Association and deliberate the procedural</p>	<p>Article 50</p> <p>Except as otherwise provided in these Articles of Association, the shareholders' general meeting shall exercise the following functions and powers:</p> <p>(1) to elect and replace directors <u>who are not employee representatives</u> and to determine matters relating to the remuneration of the directors;</p> <p>(2) to elect and replace the supervisors other than those representing employees of the Company and to determine matters concerning the remuneration of supervisors;</p> <p>(3) to consider and approve the reports of the board of directors;</p> <p>(4) to consider and approve the reports of the supervisory committee;</p> <p>...</p> <p>(10) to amend these Articles of Association and deliberate the procedural</p>

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	<p>rules of the general meetings, the board of directors and the supervisory committee;</p> <p>...</p> <p>(17) any other matters that shall be resolved by the shareholders at general meeting as required by laws, administrative regulations, departmental rules, listing rules or these Articles of Association.</p>	<p>rules of the general meetings, and the board of directors and the supervisory committee;</p> <p>...</p> <p>(1715) any other matters that shall be resolved by the shareholders at general meeting as required by laws, administrative regulations, departmental rules, listing rules or these Articles of Association.</p>
4.	<p>Article 52</p> <p>...</p> <p>The Company shall upon occurrence of any of the following events convene an extraordinary general meeting within two months:</p> <p>(1) the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by these Articles of Association;</p> <p>(2) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p> <p>(3) upon request(s) by shareholder(s) individually or collectively holding more than 10% of the Company's share;</p> <p>(4) it is deemed necessary by the board of directors or it is proposed by the supervisory committee;</p> <p>(5) as proposed by more than half and no less than two of the independent directors;</p> <p>(6) any other circumstances required by the laws, administrative regulations, departmental rules and these Articles of Association.</p>	<p>Article 52</p> <p>...</p> <p>The Company shall upon occurrence of any of the following events convene an extraordinary general meeting within two months:</p> <p>(1) the number of directors falls short of the minimum number quorum required by the Company Law or is less than two-thirds of the number required by stipulated in these Articles of Association;</p> <p>(2) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p> <p>(3) upon request(s) by shareholder(s) individually or collectively holding more than 10% of the Company's share;</p> <p>(4) it is deemed necessary by the board of directors or it is proposed by the supervisory committee audit and risk management committee under the board of directors;</p> <p>(5) as proposed by more than half and no less than two of the independent directors;</p> <p>(6) any other circumstances required by the laws, administrative regulations, departmental rules and these Articles of Association.</p>
5.	<p>Article 55</p> <p>When the shareholders' general meeting is held, the board of directors, the supervisory committee and the shareholders individually or collectively holding more than 1% of the Company's shares shall have the right to put forward a proposal in writing to the Company, and the Company shall incorporate those matters in the proposal which fall within the scope of the duties of the shareholders' general meeting into the agenda of such meeting.</p> <p>...</p>	<p>Article 55</p> <p>When the shareholders' general meeting is held, the board of directors, the supervisory committee audit and risk management committee under the board of directors and the shareholders individually or collectively holding more than 1% of the Company's shares shall have the right to put forward a proposal in writing to the Company, and the Company shall incorporate those matters in the proposal which fall within the scope of the duties of the shareholders' general meeting into the agenda of such meeting.</p> <p>...</p>

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6.	<p>Article 60</p> <p>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:</p> <p>...</p> <p>Unless a director or supervisor is elected via cumulative voting system, the nomination of each director and supervisor shall be by way of a separate resolution.</p>	<p>Article 60</p> <p>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:</p> <p>...</p> <p>Unless a director or supervisor is elected via cumulative voting system, the nomination of each candidate for director and supervisor shall be by way of a separate resolution.</p>
7.	<p>Article 64</p> <p>Shareholders shall appoint proxy in writing, and instruments of proxies shall specify the following particulars:</p> <p>(1) name of the proxy;</p> <p>(2) whether the proxy has the right to vote;</p> <p>(3) separate instructions as to whether to vote for, vote against, or abstain from voting on each item for consideration on the agenda of the shareholders' general meeting;</p> <p>(4) the date of issuance and term of validity of the instrument of proxies;</p> <p>(5) the signature (or seal) of the principal; if the principal is a legal person shareholder, the seal of the legal person shall be affixed.</p>	<p>Article 64</p> <p>Shareholders shall appoint proxy in writing, and the instruments of proxies issued by shareholders for appointing other persons to attend the shareholders' general meeting shall specify the following particulars:</p> <p>(1) the name of the principal and the class and number of shares held in the Company;</p> <p>(2) name of the proxy;</p> <p>(2) whether the proxy has the right to vote;</p> <p>(3) separate specific instructions from the shareholder, including instructions as to whether to vote for, vote against, or abstain from voting on each item for consideration on the agenda of the shareholders' general meeting;</p> <p>(4) the date of issuance and term of validity of the instrument of proxies;</p> <p>(5) the signature (or seal) of the principal; if the principal is a legal person shareholder, the seal of the legal person shall be affixed.</p>
8.	<p>Article 65</p> <p>Where the instrument appointing a voting proxy is signed by another person authorized by the entrusting party, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the entrusting party 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' meeting as the representative of such legal person.</p>	<p>Article 65</p> <p>Where the instrument appointing a voting proxy is signed by another person authorized by the entrusting party, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the entrusting party 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' meeting as the representative of such legal person.</p>
9.	<p>Article 66</p> <p>Any form of proxy sent to shareholders by the board of directors of the Company for the appointment of proxy shall set out options for the shareholder to instruct its proxy as to whether to vote for or against, and shall give</p>	<p>Deleted</p>

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	<p>shareholders the opportunity to give instructions for each proposed resolution. The form of proxy shall specify in the absence of voting instructions from the shareholder, the proxy may vote as he thinks fit.</p>	
10.	<p>Article 67 Individual shareholders attending in person shall produce identity documents or other valid documents or evidence, securities account card as proof of identity.</p> <p>Article 68 Proxies attending for individual shareholders shall produce identity documents and the instrument of proxy. Proxies attending for legal person shareholders appointed by the legal representative of the legal person shall produce identity documents and the instruments of proxy signed by the legal representative of the shareholder. Proxies attending for shareholders appointed by the board of directors or executive authority of the shareholder shall produce identity documents and the instrument of proxy signed by the board of directors or executive authority of the shareholder and stamped with company chop of the shareholder. Completed instruments of proxy shall be dated.</p>	<p>Article 66 Individual shareholders attending in person shall produce identity documents or other valid documents or evidence, securities account card as proof of identity.</p> <p>Article 68 Proxies attending for individual shareholders shall produce identity documents and the instrument of proxy.</p> <p><u>Article 67</u> <u>A legal person shareholder shall attend the meeting through its legal representative or a proxy authorized by its legal representative, board of directors, or other executive authority.</u> <u>The legal representative of a legal person shareholder attending the meeting shall produce identity document and valid proof of his/her status as legal representative.</u> Proxies attending for legal person shareholders appointed by the legal representative of the legal person shall produce identity documents and the <u>written</u> instruments of proxy signed <u>according to law</u> by the legal representative of the shareholder. Proxies attending for shareholders appointed by the board of directors or executive authority of the shareholder shall produce identity documents and the instrument of proxy signed by the board of directors or executive authority of the shareholder and stamped with company chop of the shareholder. Completed instruments of proxy shall be dated.</p>
11.	<p>Article 69 The signature attendance record of the attendees of the shareholders' general meeting shall be prepared by the Company. Items such as name of the shareholders, identity code, address, number of voting shares held or represented, name of the proxy and the name of the shareholder being represented etc. shall be reflected in the attendance record.</p>	<p>Article 68 The signature attendance <u>meeting registration</u> record of the attendees of the shareholders' general meeting shall be prepared by the Company. Items such as name of the shareholders <u>attendees (or names of the entity)</u>, identity code, address, number of voting shares held or represented, name of the proxy and the name of the shareholder being represented <u>principal (or names of the entity)</u> etc. shall be reflected in the attendance <u>meeting registration</u> record. <u>The convener and the lawyer engaged by the Company will jointly verify the legitimacy of the shareholders' qualifications based on the register of shareholders provided by the securities registering and clearing organization and register their names (or names of the entity) and the number of voting shares held. Registration of the meeting shall be closed</u></p>

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		<u>before the presiding officer announces the number of shareholders and proxies present at the meeting and the total number of voting shares held by them.</u>
12.	<p>Article 71</p> <p>The Company’s directors, supervisors and secretary of the Board should attend the shareholders’ meeting. Senior management should sit in at the shareholders’ meeting.</p>	<p>Article 70</p> <p><u>If t</u>The Company’s directors, supervisors and secretary of the Board <u>and senior management are required to</u> should attend the shareholders’ meeting. Senior management should sit in at the shareholders’ meeting, <u>the directors and senior management shall sit in at the meeting and reply to the shareholders’ queries.</u></p>
13.	<p>Article 75</p> <p>Unless otherwise required in these Articles of Association, the following matters shall be resolved by way of ordinary resolution of the shareholders’ general meeting:</p> <p>(1) work reports of the board of directors and the supervisory committee;</p> <p>(2) profit distribution proposals and proposals for making up losses formulated by the board of directors;</p> <p>(3) elect and replace directors and supervisors other than employee representative supervisors, and determine the remuneration and method of payment of the directors and supervisors, excluding the dismissal of independent directors;</p> <p>...</p>	<p>Article 74</p> <p>Unless otherwise required in these Articles of Association, the following matters shall be resolved by way of ordinary resolution of the shareholders’ general meeting:</p> <p>(1) work reports of the board of directors and the supervisory committee;</p> <p>(2) profit distribution proposals and proposals for making up losses formulated by the board of directors;</p> <p>(3) elect and replace directors <u>who are not employee representatives</u> and supervisors other than employee representative supervisors, and determine the remuneration and method of payment of the directors and supervisors, excluding the dismissal of independent directors;</p> <p>...</p>
14.	<p>Article 84</p> <p>The supervisory committee shall have the right to propose to the board of directors to hold an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal.</p> <p>If the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. In the event of any change to the original proposal set forth in the notice, the prior consent of the supervisory committee shall be obtained.</p> <p>If the board of directors does not agree to hold the extraordinary general meeting or fails to give a written reply within 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.</p>	<p>Article 83</p> <p>The supervisory committee <u>audit and risk management committee under the board of directors</u> shall have the right to propose to the board of directors to hold an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal.</p> <p>If the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. In the event of any change to the original proposal set forth in the notice, the prior consent of the supervisory committee <u>audit and risk management committee under the board of directors</u> shall be obtained.</p> <p>If the board of directors does not agree to hold the extraordinary general meeting or fails to give a written reply within 10 days upon receipt of the proposal, it shall be regarded that the board of directors cannot perform or fails</p>

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		to perform the duty of convening the extraordinary general meeting, and the supervisory committee <u>audit and risk management committee under the board of directors</u> may convene and preside over the meeting by itself.
15.	<p>Article 85</p> <p>Shareholders shall comply with the following procedures when proposing to convene an extraordinary general meeting:</p> <p>...</p> <p>(3) if the board of directors does not agree to convene the extraordinary general meeting, or fails to give a written reply within 10 days upon receipt of the proposal, shareholder(s) individually or collectively holding more than 10% of the Company's shares have the right to propose to the supervisory committee to convene an extraordinary meeting. The proposal shall be made in writing.</p> <p>(4) if the supervisory committee agrees to hold the extraordinary shareholders' general meeting, it shall serve a notice of such meeting within five days after such proposal is received. In the event of any change to the original proposal set forth in the notice, the consent of the shareholders shall be obtained.</p> <p>(5) if the supervisory committee fails to give notice of general meeting within the specified period, the supervisory committee shall be regarded as not convening and holding the shareholders' general meeting, and the shareholders individually or collectively holding 10% or more shares carrying voting rights on such proposed meeting for over 90 consecutive days may convene the meeting on their own accord.</p>	<p>Article 84</p> <p>Shareholders shall comply with the following procedures when proposing to convene an extraordinary general meeting:</p> <p>...</p> <p>(3) if the board of directors does not agree to convene the extraordinary general meeting, or fails to give a written reply within 10 days upon receipt of the proposal, shareholder(s) individually or collectively holding more than 10% of the Company's shares have the right to propose to the supervisory committee <u>audit and risk management committee under the board of directors</u> to convene an extraordinary meeting. The proposal shall be made in writing.</p> <p>(4) if the supervisory committee <u>audit and risk management committee under the board of directors</u> agrees to hold the extraordinary shareholders' general meeting, it shall serve a notice of such meeting within five days after such proposal is received. In the event of any change to the original proposal set forth in the notice, the consent of the shareholders shall be obtained.</p> <p>(5) if the supervisory committee <u>audit and risk management committee under the board of directors</u> fails to give notice of general meeting within the specified period, the supervisory committee <u>audit and risk management committee under the board of directors</u> shall be regarded as not convening and holding the shareholders' general meeting, and the shareholders individually or collectively holding 10% or more shares carrying voting rights on such proposed meeting for over 90 consecutive days may convene the meeting on their own accord.</p>
16.	<p>Article 86</p> <p>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 authority in accordance with the applicable guidelines. The shareholding of the shareholders convening the general meeting shall not be less than 10% prior to announcing the results of the general meeting.</p>	<p>Article 85</p> <p>Where the supervisory committee <u>audit and risk management committee under the board of directors</u> 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 authority in accordance with the applicable guidelines.</p> <p><u>When issuing the notice of convening and the poll results announcement of the shareholders' general meeting, the audit and risk management committee under the board of directors or the convening shareholders shall submit relevant evidentiary materials to the stock exchange where the Company's shares are listed or other relevant</u></p>

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		<p><u>competent authorities.</u> The shareholding of the shareholders convening the general meeting shall not be less than 10% prior to announcing the results of the general meeting.</p>
17.	<p>Article 87</p> <p>...</p> <p>A shareholders' general meeting convened by the supervisory committee itself shall be chaired and presided over by the chairman of the supervisory committee. If the chairman of the supervisory committee cannot perform or fails to perform his duties, the majority of the supervisors shall jointly elect a supervisor to chair the meeting.</p> <p>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 over the meeting.</p> <p>...</p>	<p>Article 86</p> <p>...</p> <p>A shareholders' general meeting convened by the supervisory committee <u>audit and risk management committee under the board of directors</u> itself shall be chaired and presided over by the chairman of the supervisory committee <u>chairman of the audit and risk management committee under the board of directors</u>. If the chairman of the supervisory committee <u>audit and risk management committee under the board of directors</u> cannot perform or fails to perform his duties, the majority of the supervisors <u>over half of the members of the audit and risk management committee under the board of directors</u> shall jointly elect a supervisor <u>member of the audit and risk management committee under the board of directors</u> to chair the meeting.</p> <p>A shareholders' general meeting convened by the shareholders themselves shall be presided by <u>the convener or</u> a representative elected by the convener. If the convener cannot <u>be or</u> 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 over the meeting.</p> <p>...</p>
18.	<p>Article 88</p> <p>With regard to the shareholders' general meeting convened by the supervisory committee or shareholders on its/their own initiative, the board of directors and its secretary shall offer cooperation. The board of directors shall provide a register of shareholders as of the shareholding record date.</p>	<p>Article 87</p> <p>With regard to the shareholders' general meeting convened by the supervisory committee <u>audit and risk management committee under the board of directors</u> or shareholders on its/their own initiative, the board of directors and its secretary shall offer cooperation. The board of directors shall provide a register of shareholders as of the shareholding record date.</p>
19.	<p>Article 89</p> <p>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.</p>	<p>Article 88</p> <p>The necessary expenses and cost for the shareholders' general meeting convened by the supervisory committee <u>audit and risk management committee under the board of directors</u> or the shareholders on its/their own initiative shall be borne by the Company.</p>
20.	<p>Article 90</p> <p>The measures and procedures to nominate directors and supervisors other than those representing employees are as follows:</p> <p>(1) the board of directors, the nomination and remuneration committee under the board of directors and shareholders who meet the qualifications required by laws, regulations and regulatory provisions, may nominate the</p>	<p>Article 89</p> <p>The measures and procedures to nominate <u>the candidates for</u> directors <u>who are not employee representatives</u> and supervisors other than those representing employees are as follows:</p> <p>(1) the board of directors, the nomination and remuneration committee under the board of directors and shareholders who meet the qualifications</p>

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	<p>candidates for directors within the headcount limit as provided in these Articles of Association and in accordance with the intended numbers to be elected; in addition, the supervisory committee may nominate the candidates for independent directors;</p> <p>The supervisory committee is entitled to nominate the candidates for supervisors other than those representing employees within the headcount limit as provided in these Articles of Association and in accordance with the intended numbers to be elected;</p> <p>(2) the nomination and remuneration committee under the board of directors shall preliminarily examine the qualifications and conditions of the director candidates and submit the qualified candidates to the board of directors for deliberation; the qualifications of the supervisor candidates shall be deliberated by the supervisory committee. Being considered and approved by the board of directors and the supervisory committee, written proposals of the director candidates and the supervisor candidates shall be submitted 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 director candidates and the supervisor candidates;</p> <p>(3) the shareholders' general meeting shall vote on the candidates one by one. Cumulative voting system may be adopted when electing directors and supervisors at the shareholders' general meeting. Cumulative voting system must be adopted for the election of directors and supervisors when a single shareholder of the Company (the shareholdings of connected shareholders and any person acting in concert with him/her/it shall be calculated accumulatively) holds more than 20% of the Company's shareholding, and no more than 2 directors can be nominated by any single shareholder. A shareholder who has nominated a non-independent director and his/her/its related parties shall not nominate an independent director, and a shareholder who has nominated a director and his/her/its related parties shall not nominate a supervisor;</p> <p>(4) in case of any need to add or change any director or supervisor candidates, the nominators shall propose in accordance with the provisions of item (1) of this Article and submit it to the board of directors or the supervisory committee, and the board of directors or the supervisory committee shall consider it and propose to the shareholders' general meeting the selection or change of a director or supervisor;</p> <p>(5) where mandatory regulations in relation to the nomination of independent directors are otherwise provided by laws, regulations, regulatory documents and these Articles of Association, such regulations shall apply.</p>	<p>required by laws, regulations and regulatory provisions, may nominate the candidates for directors who are not employee representatives within the headcount limit as provided in these Articles of Association and in accordance with the intended numbers to be elected; in addition, the supervisory committee may nominate the candidates for independent directors;</p> <p>The supervisory committee is entitled to nominate the candidates for supervisors other than those representing employees within the headcount limit as provided in these Articles of Association and in accordance with the intended numbers to be elected;</p> <p>(2) the nomination and remuneration committee under the board of directors shall preliminarily examine the qualifications and conditions of the aforesaid director candidates and submit the qualified candidates to the board of directors for deliberation; the qualifications of the supervisor candidates shall be deliberated by the supervisory committee. Being considered and approved by the board of directors and the supervisory committee, written proposals of the director candidates and the supervisor candidates shall be submitted 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 director candidates and the supervisor candidates;</p> <p>(3) the shareholders' general meeting shall vote on the candidates one by one. Cumulative voting system may be adopted when electing directors and supervisors at the shareholders' general meeting. Cumulative voting system must be adopted for the election of directors and supervisors when a single shareholder of the Company (the shareholdings of connected shareholders and any person acting in concert with him/her/it shall be calculated accumulatively) holds more than 20% of the Company's shareholding, and no more than 2 directors can be nominated by any single shareholder. A shareholder who has nominated a non-independent director and his/her/its related parties shall not nominate an independent director; and a shareholder who has nominated a director and his/her/its related parties shall not nominate a supervisor;</p> <p>(4) in case of any need to add or change any director or supervisor candidates, the nominators shall propose in accordance with the provisions of item (1) of this Article and submit it to the board of directors or the supervisory committee, and the board of directors or the supervisory committee shall consider it and propose to the shareholders' general meeting the selection or change of a director or supervisor;</p> <p>(5) where mandatory regulations in relation to the nomination of independent directors are otherwise provided by laws, regulations, regulatory</p>

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		documents and these Articles of Association, such regulations shall apply.
21.	<p>Article 95</p> <p>The shareholders' general meetings shall keep minutes. Directors, supervisors, the secretary to the board of directors, the convener or their representatives, and the chairman of the meeting and the recorders attending the meeting shall sign the minutes of the meeting.</p> <p>The secretary of the board of directors shall be responsible for the minutes of shareholders' general meetings. The minutes shall set out the following:</p> <p>(1) the date, time place and agenda of the meeting, and the name of the convener;</p> <p>(2) the names of the chairman of the meeting, and the directors, supervisors, and other senior management of the Company attending or present at the meeting;</p> <p>...</p> <p>(6) the names of the counting officer and scrutinizer;</p> <p>(7) other matters which, according to the shareholders' general meeting and the provisions of these Articles of Association, shall be recorded in the minutes of the meeting.</p>	<p>Article 94</p> <p>The shareholders' general meetings shall keep minutes. Directors, supervisors, the secretary to the board of directors, the convener or their representatives, and the chairman of the meeting and the recorders attending <u>or sitting in</u> the meeting shall sign the minutes of the meeting.</p> <p>The secretary of the board of directors shall be responsible for the minutes of shareholders' general meetings. The minutes shall set out the following:</p> <p>(1) the date, time, place and agenda of the meeting, and the name of the convener;</p> <p>(2) the names of the chairman of the meeting, and the directors, supervisors, and other senior management of the Company attending or present at the meeting;</p> <p>...</p> <p>(6) the names of the <u>lawyer</u>, counting officer and scrutinizer;</p> <p>(7) other matters which, according to the shareholders' general meeting and the provisions of these Articles of Association, shall be recorded in the minutes of the meeting.</p>
22.	<p>Article 107</p> <p>The board of directors shall compose of fifteen directors, which includes one chairman, two vice chairmen (optional), five executive directors, four non-executive directors and six independent directors.</p>	<p>Article 106</p> <p>The board of directors shall compose of fifteen directors, which includes one chairman, two vice chairmen (optional), five<u>four</u> executive directors, four non-executive directors, six independent directors <u>and one employee director</u>.</p>
23.	<p>Article 108</p> <p>A director is elected by the shareholders' general meeting with a term of office of three years. A director may serve consecutive terms if re-elected upon expiry of the term. The shareholders' general meeting shall not remove a director without due reason before the expiry of the director's term of office.</p> <p>...</p> <p>The senior management can also be directors, but the total number of directors who are also senior management shall not exceed one half of the total number of directors of the Company.</p> <p>...</p>	<p>Article 107</p> <p>A director <u>who is not an employee representative</u> is elected by the shareholders' general meeting, <u>and the employee director is elected by employees of the Company through employee representative meeting or other democratic procedures</u> with a term of office of three years. A director may serve consecutive terms if re-elected upon expiry of the term. The shareholders' general meeting shall not remove a director without due reason before the expiry of the director's term of office.</p> <p>...</p> <p>The senior management can also be directors, but the total number of directors who are also senior management <u>and directors who are employee representatives</u> shall not exceed one half of the total number of directors of the Company.</p> <p>...</p>

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24.	<p>Article 116</p> <p>The board of directors shall convene regular board meeting at least four times each year. The meeting shall be convened by the chairman and all the directors and supervisors shall be notified in writing 14 days prior to the meeting.</p> <p>The chairman of the board of directors shall convene and preside over an extraordinary board of directors meeting within 10 days upon the receipt of a proposal for such a meeting where a meeting is:</p> <p>(1) considered by the chairman of the board of directors to be necessary;</p> <p>(2) jointly proposed by one-third or more of the directors;</p> <p>(3) proposed by the supervisory committee;</p> <p>...</p>	<p>Article 115</p> <p>The board of directors shall convene regular board meeting at least four times each year. The meeting shall be convened by the chairman and all the directors and supervisors shall be notified in writing 14 days prior to the meeting.</p> <p>The chairman of the board of directors shall convene and preside over an extraordinary board of directors meeting within 10 days upon the receipt of a proposal for such a meeting where a meeting is:</p> <p>(1) considered by the chairman of the board of directors to be necessary;</p> <p>(2) jointly proposed by one-third or more of the directors;</p> <p>(3) proposed by the supervisory committee <u>audit and risk management committee under the board of directors;</u></p> <p>...</p>
25.	<p>Article 121</p> <p>A director who is connected to companies associated with matters to be resolved at the board of directors meeting, such director shall not vote, on his own or other director(s)'s behalf, on such resolution. Such board of directors meeting may be held with not less than one half of the unconnected directors present and the resolutions thereof are to be passed by not less than two-thirds of the unconnected directors. If less than three unconnected directors are present at the board of directors meeting, such matters shall be submitted to the shareholders' general meeting for approval.</p> <p>...</p>	<p>Article 120</p> <p>A director who is connected to companies associated with matters to be resolved at the board of directors meeting, such <u>shall report in writing to the board of directors in a timely manner. Such connected</u> director shall not vote, on his own or other director(s)'s behalf, on such resolution. Such board of directors meeting may be held with not less than <u>over</u> one half of the unconnected directors present and the resolutions thereof are to be passed by not less than two-thirds of the unconnected directors. If less than three unconnected directors are present at the board of directors meeting, such matters shall be submitted to the shareholders' general meeting for approval.</p> <p>...</p>
26.	<p>Article 124</p> <p>The board of directors shall keep minutes of its decisions on the matters examined at its meetings. The directors attending a meeting and the person taking minutes shall sign the minutes of that meeting. Directors present in the meeting shall have the right to add explanatory descriptions to his/her representations at the meeting in the minutes. The directors shall bear liability for the decisions of the board of directors. Where a resolution of the board of directors violates laws, administrative regulations or these Articles of Association, and thereby causing serious losses to the Company, the directors who took part in the resolution shall be liable to the Company for damages. However, where a director can prove that he expressed his opposition to such resolution when it was put to be voted on, and that such opposition was recorded in the minutes of the meeting, the director may be relieved from such liability.</p>	<p>Article 123</p> <p>The board of directors shall keep minutes of its decisions on the matters examined at its meetings. The directors attending a meeting and the person taking minutes shall sign the minutes of that meeting. Directors present in the meeting shall have the right to add explanatory descriptions to his/her representations at the meeting in the minutes. The directors shall bear liability for the decisions of the board of directors. Where a resolution of the board of directors violates laws, administrative regulations or these Articles of Association <u>or resolutions of the shareholders' general meeting,</u> and thereby causing serious losses to the Company, the directors who took part in the resolution shall be liable to the Company for damages. However, where a director can prove that he expressed his opposition to such resolution when it was put to be voted on, and that such opposition was recorded in the minutes of the meeting, the director may be relieved from such liability.</p>

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27.	<p>Article 125</p> <p>The minutes of board meetings shall include the following contents:</p> <p>...</p> <p>(5) the voting methods and results for each motion, the voting results shall specify the respective number of assenting, dissenting votes.</p>	<p>Article 124</p> <p>The minutes of board meetings shall include the following contents:</p> <p>...</p> <p>(5) the voting methods and results for each motion, the voting results shall specify the respective number of assenting, dissenting or abstained votes.</p>
28.	<p>Article 126</p> <p>The strategy and investment committee, audit and risk management committee, nomination and remuneration committee, related party transaction control and consumer rights protection committee set up under the board of directors shall report to the board of directors.</p>	<p>Article 125</p> <p>The strategy and investment committee, audit and risk management committee, nomination and remuneration committee, related party transaction control and consumer rights protection committee set up under the board of directors shall report to the board of directors, <u>and their work rules shall be formulated by the board of directors.</u></p> <p><u>The Company does not set up a supervisory committee. Instead, the functions and powers of the supervisory committee as prescribed by the Company Law are exercised by the audit and risk management committee under the board of directors.</u></p>
29.	<p>Article 147</p> <p>The Company shall establish a strategic development advisory committee, so as to provide decision making support to the board of directors, the supervisory committee and the executive committee regarding major strategies and other major events of the Company.</p> <p>The strategic development advisory committee shall formulate detailed work rules, which shall take effect after approval by the joint meeting of the board of directors and the supervisory committee.</p>	<p>Article 137</p> <p>The Company shall establish a strategic development advisory committee, so as to provide decision making support to the board of directors, the supervisory committee and the executive committee regarding major strategies and other major events of the Company.</p> <p>The strategic development advisory committee shall formulate detailed work rules, which shall take effect after approval by the joint meeting of the board of directors and the supervisory committee.</p>
30.	<p>Article 148</p> <p>The Company's directors, supervisors and senior management shall be of excellent conduct and reputation, and possess the expertise and working experience relevant to their duties, and meet the requirements specified by laws, regulations and the qualifications specified by the National Financial Regulatory Administration. None of the following persons may serve as a director, supervisor, or other senior management of the Company:</p> <p>...</p> <p>(6) persons who have been publicly identified by the stock exchange as being unsuitable to serve as directors, supervisors or senior management of listed companies, where the term of enforcement has not expired;</p> <p>(7) persons who are prohibited to participate in stock market by the CSRC, and such prohibition period has not expired;</p>	<p>Article 138</p> <p>The Company's directors, supervisors and senior management shall be of excellent conduct and reputation, and possess the expertise and working experience relevant to their duties, and meet the requirements specified by laws, regulations and the qualifications specified by the National Financial Regulatory Administration. None of the following persons may serve as a director, supervisor, or other senior management of the Company:</p> <p>...</p> <p>(6) persons who have been publicly identified by the stock exchange as being unsuitable to serve as directors, supervisors or senior management of listed companies, where the term of enforcement has not expired;</p> <p>(7) persons who are prohibited to participate in stock market by the CSRC, and such prohibition period has not expired;</p>

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	<p>(8) persons who are involved in any other circumstances specified by laws, administrative regulations or departmental rules.</p> <p>Elections, appointments or employment of directors, supervisors or senior management in violation of this Article shall be invalid. In the event that the circumstances in respect of his/her failure of qualifications or conditions as stipulated in laws and regulations or regulatory requirements arise during the term of appointment of directors, supervisors or senior management, the Company shall dismiss the appointment.</p>	<p>(8) persons who are involved in any other circumstances specified by laws, administrative regulations or departmental rules.</p> <p>Elections, appointments <u>of directors</u> or employment of directors, supervisors or senior management in violation of this Article shall be invalid. In the event that the circumstances in respect of his/her failure of qualifications or conditions as stipulated in laws and regulations or regulatory requirements arise during the term of appointment of directors, supervisors or senior management, the Company shall dismiss the appointment <u>and cease their performance of duties.</u></p>
31.	<p>Article 150</p> <p>The validity of an act of a director or other senior management of the Company on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his current position, election or qualifications.</p>	Deleted
32.	<p>Article 152</p> <p>In addition to obligations imposed by laws, administrative regulations or listing rules of the securities exchange(s) on which shares of the Company are listed, the Company's directors, supervisors and other senior management shall owe the following obligations to each shareholder in the exercise of the functions and powers granted to them by the Company:</p> <p>(1) not to cause the Company to act beyond the scope of business as stipulated in its business license;</p> <p>(2) to act honestly in the best interests of the Company;</p> <p>(3) not to deprive the Company of its property in any way, including (but not limited to) any opportunities that are favorable to the Company; and</p> <p>(4) not to deprive shareholders of their individual rights or interests, including (but not limited to) rights to distributions and voting rights, but not including the restructuring of the Company submitted to and adopted by the shareholders' general meeting in accordance with these Articles of Association.</p>	<p>Article 141</p> <p>In addition to obligations imposed by laws, administrative regulations or listing rules of the securities exchange(s) on which shares of the Company are listed, the Company's directors, supervisors and other senior management shall owe the following obligations to each shareholder in the exercise of the functions and powers granted to them by the Company:</p> <p>(1) not to cause the Company to act beyond the scope of business as stipulated in its business license;</p> <p>(2) to act honestly in the best interests of the Company;</p> <p>(3) not to deprive the Company of its property in any way, including (but not limited to) any opportunities that are favorable to the Company; and</p> <p>(4) not to deprive shareholders of their individual rights or interests, including (but not limited to) rights to distributions and voting rights, but not including the restructuring of the Company submitted to and adopted by the shareholders' general meeting in accordance with these Articles of Association.</p> <p><u>Directors and senior management shall comply with the laws, administrative regulations and these Articles of Association, and perform their fiduciary duties to the Company, take measures to avoid conflicts between their own interests and the Company's interests, and shall not use their positions and powers to obtain improper benefits.</u></p> <p><u>Directors and senior management shall perform the following fiduciary duties to the Company:</u></p> <p><u>(1) not to misappropriate Company assets or embezzle Company funds;</u></p>

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		<p><u>(2) not to deposit Company funds in accounts under their own name or in the name of others;</u></p> <p><u>(3) not to use their positions and powers to solicit bribes or accept other illegal income;</u></p> <p><u>(4) not to enter into contracts or transactions with the Company directly or indirectly, without reporting to the board of directors or the shareholders' general meeting and complying with these Articles of Association;</u></p> <p><u>(5) not to take advantage of their positions to seek business opportunities that belong to the Company for themselves or others, unless upon reporting to the board of directors or the shareholders' general meeting and obtaining approval through resolutions by the shareholders' general meeting or such business opportunities shall not be utilized by the Company as required in laws, administrative regulations or these Articles of Association;</u></p> <p><u>(6) not to conduct any businesses similar to those of the Company for themselves or others without reporting to the board of directors or the shareholders' general meeting and obtaining approval through resolutions by the shareholders' general meeting;</u></p> <p><u>(7) not to accept and possess commissions for transactions conducted by others with the Company;</u></p> <p><u>(8) not to disclose the secrets of the Company without authorization;</u></p> <p><u>(9) not to abuse their related party relationships to compromise the interests of the Company; and</u></p> <p><u>(10) other fiduciary duties specified by laws, administrative regulations, departmental rules and these Articles of Association.</u></p> <p><u>Any income obtained by directors and senior management in violation of this Article shall belong to the Company; where losses are caused to the Company, they shall be liable for compensation.</u></p> <p><u>Close relatives of the directors and senior management, the enterprises directly or indirectly controlled by the directors and senior management or their close relatives, and the connected persons who have other affiliations with the directors and senior management enter into contracts or transactions with the Company subject to the provisions in item (4) of the second paragraph of this Article.</u></p>
33.	<p>Article 153</p> <p>The Company's directors, supervisors and other senior management shall have an obligation, in the exercise of their rights or discharge of their</p>	<p>Article 142</p> <p>The Company's directors, supervisors and other senior management shall have an obligation, in the exercise of their rights or discharge of their</p>

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	<p>obligations, to perform their due acts with care, diligence and skill as a reasonable and prudent person who shall do under similar circumstances.</p>	<p>obligations, to perform their due acts with care, diligence and skill as a reasonable and prudent person who shall do under similar circumstances.</p> <p><u>Directors and senior management shall comply with the laws, administrative regulations and these Articles of Association, perform the duties of diligence to the Company and exercise due care generally expected of the management in the best interests of the Company when performing their duties.</u></p> <p><u>Directors and senior management shall perform the following duties of diligence to the Company:</u></p> <p><u>(1) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business acts of the Company comply with the requirements of the laws, administrative regulations and economic policies of the state and are not beyond the business scope specified in the business license of the Company;</u></p> <p><u>(2) to treat all the shareholders fairly;</u></p> <p><u>(3) to maintain a timely awareness of the operation and management conditions of the Company;</u></p> <p><u>(4) to approve periodic reports of the Company in written form to ensure that all information disclosed by the Company is true, accurate and complete;</u></p> <p><u>(5) to provide relevant information and materials to the audit and risk management committee under the board of directors honestly, and not to hinder it from exercising its functions and powers; and</u></p> <p><u>(6) other duties of diligence specified by laws, administrative regulations, departmental rules and these Articles of Association.</u></p>
34.	<p>Article 155</p> <p>The Company's directors, supervisors and other senior management shall, in the exercise of their duties, abide by the principles of honesty and creditability and shall not place themselves in a position where there is a possible conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to exercise powers within the scope of their functions and powers and not to act beyond such powers;</p> <p>(3) to personally exercise the discretion vested in him, not to allow himself to be manipulated by another person and, not to delegate the exercise of his discretion to another party unless permitted by laws and administrative</p>	Deleted

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	<p>regulations or with the consent of the shareholders' general meeting that has been informed of the situation;</p> <p>(4) to treat shareholders of the same class equally and to be impartial to shareholders of different classes;</p> <p>(5) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in these Articles of Association or with the consent of the shareholders' general meeting that has been informed of the situation;</p> <p>(6) not to use Company property for his own benefit in any way without the consent of the shareholders' general meeting that has been informed of the situation;</p> <p>(7) not to use his functions and powers as a means for accepting bribes or other forms of illegal income, and not to illegally appropriate Company assets in any way, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(8) not to accept commissions in connection with Company transactions without the consent of the shareholders' general meeting that has been informed;</p> <p>(9) to abide by these Articles of Association of the Company, perform his duties faithfully, protect the interests of the Company and not to seek personal gain with his position, functions and powers in the Company;</p> <p>(10) not to compete with the Company in any way without the consent of the shareholders' general meeting that has been informed;</p> <p>(11) not to embezzle Company funds or lend Company funds to others, not to deposit Company assets in accounts opened in his own or in another's name, and not to use Company assets as security for the debts of the Company's shareholders or other personal debts; and</p> <p>(12) not to disclose confidential information relating to the Company that was acquired by him during his office without the consent of the shareholders' general meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:</p> <p>(i) required by law;</p> <p>(ii) required in the public interest; or</p> <p>(iii) required in the own interest of such director, supervisor or other senior management of the Company.</p>	
35.	<p>Article 156</p> <p>A director, a supervisor or other senior management of the Company may</p>	Deleted

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	<p>not incite the following persons or organizations (“connected persons”) to carry out matters that a director, supervisor or other senior management may not themselves do:</p> <p>(1) the spouse or minor child of a director, supervisor or other senior management of the Company;</p> <p>(2) the trustee of a director, supervisor or other senior management of the Company or of any person referred in item (1) hereof;</p> <p>(3) the partner of a director, supervisor or other senior management of the Company or of any person referred in items (1) and (2) hereof;</p> <p>(4) the company over which a director, supervisor or other senior management of the Company, alone or jointly with any person referred to in items (1), (2) and (3) hereof or any other director, supervisor or other senior management of the Company, has actual control;</p> <p>(5) a director, a supervisor or other senior management of a company being controlled as referred to in item (4) hereof; and</p> <p>(6) the “associates” (as defined by the Stock Exchange Listing Rules from time to time) of a director, a supervisor or member of senior management of the Company.</p>	
36.	<p>Article 157</p> <p>The obligation of honesty and credibility of the Company’s directors, supervisors and other senior management does not necessarily cease with the termination of their office. Their confidentiality obligation in relation to the Company’s trade secrets shall continue after the termination of their office. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company terminated.</p>	<p>Article 144</p> <p>The obligation of honesty and credibility and fiduciary duties of the Company’s directors, supervisors and other senior management does not necessarily cease with the termination of their office. Their confidentiality obligation in relation to the Company’s trade secrets shall continue after the termination of their office. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company terminated.</p>
37.	<p>Article 158</p> <p>If a director, a supervisor or other senior management of the Company has directly or indirectly a material interest in a contract, transaction or arrangement concluded or planned by the Company (except his employment contract with the Company), he shall disclose the nature and extent of his interest to the board of directors at the earliest opportunity, whether the matter is normally subject to the approval of the board of directors or not.</p> <p>Unless the interested director, supervisor or other senior management of the Company has disclosed such interest to the board of directors as required under the first paragraph hereof and the matter has been approved by the board</p>	Deleted

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	<p>of directors at a meeting in which he was not counted in the quorum and had refrained from voting, the Company shall have the right to void 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 or other senior management concerned.</p> <p>A director, a supervisor or other senior management of the Company shall be deemed to have an interest in any contract, transaction or arrangement in which a connected person of that director, supervisor or other senior management has an interest.</p>	
38.	<p>Article 159</p> <p>If a director, a supervisor or other senior management of the Company gives a written notice to the board of directors before the conclusion of the contract, transaction or arrangement is first considered by the Company, stating that due to the contents as stipulated in the notice, he has an interest in the contract, transaction or arrangement that may subsequently be made by the Company, such director, supervisor or other senior management of the Company shall be deemed for the purposes of the preceding Article of these Articles of Association to have declared his interest, insofar as attributable to the scope stated in the notice.</p>	Deleted
39.	<p>Article 160</p> <p>...</p> <p>A director may submit his resignation before his term of appointment expires. A director planning to resign shall submit a written resignation to the board of directors. The board of directors shall disclose the relevant circumstances within two days.</p> <p>Where a director's resignation results in the number of directors falling below the minimum number prescribed by law, the outgoing director shall continue to discharge his duties as a director in accordance with laws, administrative regulations, departmental rules and these Articles of Association until a new director is appointed in his place.</p> <p>The remainder of the board of directors shall convene an extraordinary shareholder's general meeting as soon as possible, and elect another director to fill the vacancy resulting from such resignation.</p> <p>Save as provided in the previous paragraphs, a director's resignation shall be effective when the letter of resignation has been delivered to the board of directors.</p> <p>...</p>	<p>Article 145</p> <p>...</p> <p>A director may submit his resignation resign before his term of appointment expires. A director planning to resign shall submit a written resignation to the board of directors Company. The board of directors Company shall disclose the relevant circumstances within two trading days after receiving the letter of resignation.</p> <p>Where a director's resignation results in the number of directors falling below the minimum number prescribed by law quorum, the outgoing director shall continue to discharge his duties as a director in accordance with laws, administrative regulations, departmental rules and these Articles of Association until a new director is appointed in his place.</p> <p>The remainder of the board of directors shall convene an extraordinary shareholder's general meeting as soon as possible, and elect another director to fill the vacancy resulting from such resignation.</p> <p>Save as provided in the previous paragraphs, a director's resignation shall be effective take effect when the letter of resignation has been delivered to the board of directors Company.</p> <p>...</p>

No.	Existing Articles of Association	Proposed Amendments and Revised Articles of Association
40.	<p>Article 168</p> <p>The Company may not in any manner pay tax on behalf of its directors, supervisors, and other senior management.</p>	Deleted
41.	<p>Article 169</p> <p>To the extent permitted by applicable laws and regulations, the Company may:</p> <p>(1) purchase and maintain insurance against any liability for the directors of the Company;</p> <p>(2) the Company shall, under following circumstances, provide compensation using the Company’s property, for liabilities resulting from self-defense in civil or criminal litigation arising from a director’s acts or omissions made in his capacity as director or a director being charged for acts or omissions made in his capacity as director, unless the director’s acts or omissions violate the provisions set forth in Article 43 or Article 155 of these Articles of Association, or the director’s conducts involve a gross breach of duty, improper or fraudulent acts:</p> <p>...</p>	<p>Article 149</p> <p>To the extent permitted by applicable laws and regulations, the Company may:</p> <p>(1) purchase and maintain insurance against any liability for the directors of the Company;</p> <p>(2) the Company shall, under following circumstances, provide compensation using the Company’s property, for liabilities resulting from self-defense in civil or criminal litigation arising from a director’s acts or omissions made in his capacity as director or a director being charged for acts or omissions made in his capacity as director, unless the director’s acts or omissions violate the provisions set forth in Article 43, Article 141 or Article 155 Article 142 of these Articles of Association, or the director’s conducts involve a gross breach of duty, improper or fraudulent acts:</p> <p>...</p>
42.	<p>Article 170</p> <p>The Company may not directly or indirectly provide a loan or loan security to its directors, supervisors or other senior management, those of its parent company, or connected persons of the above-mentioned persons.</p> <p>The preceding paragraph shall not apply to the following circumstances:</p> <p>(1) The provision of a loan or loan security by the Company to its subsidiary;</p> <p>(2) The provision of a loan or loan security or other funds by the Company to a director, a supervisor or other senior management of the Company under an employment contract approved by the shareholders’ general meeting, so as to enable him to pay the expenses incurred for a purpose in relation to the Company or for the performance of his Company duties; and</p> <p>(3) The provision of a loan or loan security by the Company to a relevant director, a supervisor or other senior management of the Company or to a connected person thereof on normal commercial terms, if the ordinary business scope of the Company includes the lending of money or the provision of loan security.</p>	Deleted
43.	<p>Article 171</p> <p>A loan provided by the Company in violation of the preceding Article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.</p>	Deleted

No.	Existing Articles of Association	Proposed Amendments and Revised Articles of Association
44.	<p>Article 172</p> <p>The Company may not be forced to perform a loan security provided by the Company in violation of the first paragraph of Article 170, except:</p> <p>(1) when the loan is provided to a connected person of a director, a supervisor or other senior management of the Company or its parent company, the loan provider is not aware of the circumstances; and</p> <p>(2) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>	Deleted
45.	<p>Article 173</p> <p>For the purposes of the preceding Articles of this chapter, the “security” shall include an act whereby a guarantor assumes liability or provides property to guarantee or secure the performance of obligations by an obligor.</p>	Deleted
46.	<p>Article 183</p> <p>The Company may not establish any other account books other than the statutory account books. The assets of the Company shall not be deposited in an account opened under any personal name.</p>	<p>Article 159</p> <p>The Company may not establish any other account books other than the statutory account books. The assetsfunds of the Company shall not be deposited in an account opened under any personal name.</p>
47.	<p>Article 216</p> <p>The Company shall be dissolved and liquidated according to law if:</p> <p>...</p>	<p>Article 192</p> <p>The Company shall be dissolved and liquidated according to law if <u>under any of the following circumstances:</u></p> <p>...</p>
48.	<p>Article 225</p> <p>When the chairman of the board of directors is unable to or fails to perform his/ her duties, the executive director acting as vice chairman shall perform such duties. When the executive director acting as vice chairman is unable to or fails to perform such duties, an executive director elected by more than half of the directors shall perform such duties.</p>	<p>Article 201</p> <p>When the chairman of the board of directors is unable to or fails to perform his/ her duties, the executive director acting as vice chairman shall perform such duties. When the executive director acting as vice chairman is unable to or fails to perform such duties, an executive director elected by more than <u>over</u> half of the directors shall perform such duties.</p>
49.	<p>Article 228</p> <p>Where there is a governance mechanism failure, the chairman of the board of directors has the right to propose to the supervisory committee to investigate the Company’s corporate governance mechanism, by (including but not limited to) direct engagement of professional organizations such as an accounting firm, law firm, management consultancy agency to carry out investigation of the Company’s corporate governance mechanism, with the cost incurred borne by the Company.</p> <p>The supervisory committee has the right to propose to the board of directors and shareholders’ general meetings rectification solutions and disposition solutions in respect of the governance mechanism failures according to the investigation results, and require the relevant parties</p>	<p>Article 204</p> <p>Where there is a governance mechanism failure, the chairman of the board of directors has the right to propose to the supervisory committee <u>the establishment of an emergency working group on governance mechanism failure</u> to investigate the Company’s corporate governance mechanism, by (including but not limited to) direct engagement of professional organizations such as an accounting firm, law firm, management consultancy agency to carry out investigation of the Company’s corporate governance mechanism, with the cost incurred borne by the Company.</p> <p>The supervisory committee <u>emergency working group on governance mechanism failure of the Company</u> has the right to propose to the board of directors and shareholders’ general meetings rectification solutions and</p>

No.	Existing Articles of Association	Proposed Amendments and Revised Articles of Association
	concerned to carry out improvement and rectification.	disposition solutions in respect of the governance mechanism failures according to the investigation results, and require the relevant parties concerned to carry out improvement and rectification.
50.	<p>Article 241</p> <p>Terms of “not less than”, “within”, “not more than” used in these Articles of Association shall include the number itself; while the terms “under”, “beyond” and “above” used shall not include the number itself.</p>	<p>Article 217</p> <p>Terms of “not less than”, “within”, “not more than” used in these Articles of Association shall include the number itself; while the terms “under”, “beyond” and “above” “below”, “exceeding” and “over” used shall not include the number itself.</p>
51.	<p>Article 243</p> <p>The appendix to these Articles of Association shall include the Procedural Rules for Shareholders’ General Meetings, the Procedural Rules for Board Meetings and the Procedural Rules for Supervisory Committee Meetings.</p>	<p>Article 219</p> <p>The appendix to these Articles of Association shall include the Procedural Rules for Shareholders’ General Meetings, and the Procedural Rules for Board Meetings and the Procedural Rules for Supervisory Committee Meetings.</p>

II. Amendments to the Procedural Rules for Shareholders’ General Meetings

No.	Existing Articles	Proposed Amendments and Revised Articles
1.	<p>Article 1</p> <p>In order to protect the lawful rights and interests of Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as “Company” or “the Company”), its shareholders and creditors, and to regulate the organization and conduct of the Company’s shareholders’ general meeting, these Procedural Rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Guidelines for the Articles of Association of Listed Companies, the Rules for Shareholders’ General Meetings of Listed Companies, the Articles of Association of Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as the “Articles of Association”) as well as other relevant laws and administrative regulations.</p>	<p>Article 1</p> <p>In order to protect the lawful rights and interests of Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as “Company” or “the Company”), its shareholders and creditors, and to regulate the organization and conduct of the Company’s shareholders’ general meeting, these Procedural Rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Guidelines for the Articles of Association of Listed Companies, the Rules for Shareholders’ General Meetings of Listed Companies, the Articles of Association of Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as the “Articles of Association”) as well as other relevant laws and administrative regulations.</p>
2.	<p>Article 3</p> <p>Except as otherwise provided in the Articles of Association, the shareholders’ general meeting shall exercise the following functions and powers:</p> <p>(1) to elect and replace directors and to determine matters relating to the remuneration of the directors;</p> <p>(2) to elect and replace the supervisors other than those representing employees of the Company and to determine matters concerning the remuneration of supervisors;</p>	<p>Article 3</p> <p>Except as otherwise provided in the Articles of Association, the shareholders’ general meeting shall exercise the following functions and powers:</p> <p>(1) to elect and replace directors who are not employee representatives and to determine matters relating to the remuneration of the directors;</p> <p>(2) to elect and replace the supervisors other than those representing employees of the Company and to determine matters concerning the remuneration of supervisors;</p>

No.	Existing Articles	Proposed Amendments and Revised Articles
	<p>(3) to consider and approve the reports of the board of directors; (4) to consider and approve the reports of the supervisory committee; ... (10) to amend the Articles of Association and deliberate the procedural rules of the general meetings, the board of directors and the supervisory committee; ... (17) any other matters that shall be resolved by the shareholders at general meeting as required by laws, administrative regulations, departmental rules, listing rules or the Articles of Association.</p>	<p>(3) to consider and approve the reports of the board of directors; (4) to consider and approve the reports of the supervisory committee; ... (10) to amend the Articles of Association and deliberate the procedural rules of the general meetings; and the board of directors and the supervisory committee; ... (17)15 any other matters that shall be resolved by the shareholders at general meeting as required by laws, administrative regulations, departmental rules, listing rules or the Articles of Association.</p>
3.	<p>Article 4</p> <p>...</p> <p>The Company shall upon occurrence of any of the following events convene an extraordinary general meeting within two months:</p> <p>(1) the number of directors falls short of the minimum quorum required by the Company Law or is less than two-thirds of the number stipulated in the Articles of Association;</p> <p>(2) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p> <p>(3) upon request(s) by shareholder(s) individually or collectively holding more than 10% of the Company's share;</p> <p>(4) it is deemed necessary by the board of directors or it is proposed by the supervisory committee;</p> <p>(5) as proposed by more than half and no less than two of the independent directors;</p> <p>(6) any other circumstances required by the laws, administrative regulations, departmental rules and the Articles of Association.</p>	<p>Article 4</p> <p>...</p> <p>The Company shall upon occurrence of any of the following events convene an extraordinary general meeting within two months:</p> <p>(1) the number of directors falls short of the minimum quorum required by the Company Law or is less than two-thirds of the number stipulated in the Articles of Association;</p> <p>(2) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p> <p>(3) upon request(s) by shareholder(s) individually or collectively holding more than 10% of the Company's share;</p> <p>(4) it is deemed necessary by the board of directors or it is proposed by the supervisory committee <u>audit and risk management committee under the board of directors;</u></p> <p>(5) as proposed by more than half and no less than two of the independent directors;</p> <p>(6) any other circumstances required by the laws, administrative regulations, departmental rules and the Articles of Association.</p>
4.	<p>Article 7</p> <p>The supervisory committee shall have the right to propose to the board of directors to hold an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal.</p> <p>If the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. In the event of any change to the original</p>	<p>Article 7</p> <p>The supervisory committee <u>audit and risk management committee under the board of directors</u> shall have the right to propose to the board of directors to hold an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal.</p> <p>If the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is</p>

No.	Existing Articles	Proposed Amendments and Revised Articles
	<p>proposal set forth in the notice, the prior consent of the supervisory committee shall be obtained.</p> <p>If the board of directors does not agree to hold the extraordinary general meeting or fails to give a written reply within 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.</p>	<p>made by the board of directors. In the event of any change to the original proposal set forth in the notice, the prior consent of the supervisory committee <u>audit and risk management committee under the board of directors</u> shall be obtained.</p> <p>If the board of directors does not agree to hold the extraordinary general meeting or fails to give a written reply within 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 <u>audit and risk management committee under the board of directors</u> may convene and preside over the meeting by itself.</p>
5.	<p>Article 8</p> <p>Shareholders shall comply with the following procedures when proposing to convene an extraordinary general meeting:</p> <p>...</p> <p>(3) if the board of directors does not agree to convene the extraordinary general meeting, or fails to give a written reply within 10 days upon receipt of the proposal, shareholder(s) individually or collectively holding more than 10% of the Company's shares have the right to propose to the supervisory committee to convene an extraordinary meeting. The proposal shall be made in writing.</p> <p>(4) if the supervisory committee agrees to hold the extraordinary shareholders' general meeting, it shall serve a notice of such meeting within five days after such proposal is received. In the event of any change to the original proposal set forth in the notice, the consent of the shareholders shall be obtained.</p> <p>(5) if the supervisory committee fails to give notice of general meeting within the specified period, the supervisory committee shall be regarded as not convening and holding the shareholders' general meeting, and the shareholders individually or collectively holding 10% or more shares carrying voting rights on such proposed meeting for over 90 consecutive days may convene the meeting on their own accord.</p>	<p>Article 8</p> <p>Shareholders shall comply with the following procedures when proposing to convene an extraordinary general meeting:</p> <p>...</p> <p>(3) if the board of directors does not agree to convene the extraordinary general meeting, or fails to give a written reply within 10 days upon receipt of the proposal, shareholder(s) individually or collectively holding more than 10% of the Company's shares have the right to propose to the supervisory committee <u>audit and risk management committee under the board of directors</u> to convene an extraordinary meeting. The proposal shall be made in writing.</p> <p>(4) if the supervisory committee <u>audit and risk management committee under the board of directors</u> agrees to hold the extraordinary shareholders' general meeting, it shall serve a notice of such meeting within five days after such proposal is received. In the event of any change to the original proposal set forth in the notice, the consent of the shareholders shall be obtained.</p> <p>(5) if the supervisory committee <u>audit and risk management committee under the board of directors</u> fails to give notice of general meeting within the specified period, the supervisory committee <u>audit and risk management committee under the board of directors</u> shall be regarded as not convening and holding the shareholders' general meeting, and the shareholders individually or collectively holding 10% or more shares carrying voting rights on such proposed meeting for over 90 consecutive days may convene the meeting on their own accord.</p>
6.	<p>Article 9</p> <p>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</p>	<p>Article 9</p> <p>Where the supervisory committee <u>audit and risk management committee under the board of directors</u> or shareholders decide to convene shareholders' general meetings by itself/themselves, it/they shall notify the</p>

No.	Existing Articles	Proposed Amendments and Revised Articles
	<p>authority in accordance with the applicable guidelines. The shareholding of the shareholders convening the general meeting shall not be less than 10% prior to announcing the results of the general meeting.</p>	<p>board of directors in writing and file on record with the relevant governing authority in accordance with the applicable guidelines.</p> <p><u>When issuing the notice of convening and the poll results announcement of the shareholders' general meeting, the audit and risk management committee under the board of directors or the convening shareholders shall submit relevant evidentiary materials to the stock exchange where the Company's shares are listed or other relevant competent authorities.</u></p> <p>The shareholding of the shareholders convening the general meeting shall not be less than 10% prior to announcing the results of the general meeting.</p>
7.	<p>Article 10</p> <p>With regard to the shareholders' general meeting convened by the supervisory committee or shareholders on its/their own initiative, the board of directors and its secretary shall offer cooperation. The board of directors shall provide a register of shareholders as of the shareholding record date.</p>	<p>Article 10</p> <p>With regard to the shareholders' general meeting convened by the supervisory committee <u>audit and risk management committee under the board of directors</u> or shareholders on its/their own initiative, the board of directors and its secretary shall offer cooperation. The board of directors shall provide a register of shareholders as of the shareholding record date.</p>
8.	<p>Article 11</p> <p>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.</p>	<p>Article 11</p> <p>The necessary expenses and cost for the shareholders' general meeting convened by the supervisory committee <u>audit and risk management committee under the board of directors</u> or the shareholders on its/their own initiative shall be borne by the Company.</p>
9.	<p>Article 14</p> <p>When the shareholders' general meeting is held, the board of directors, the supervisory committee and the shareholders individually or collectively holding more than 1% of the Company's shares shall have the right to put forward a proposal in writing to the Company, and the Company shall incorporate those matters in the proposal which fall within the scope of the duties of the shareholders' general meeting into the agenda of such meeting.</p> <p>...</p>	<p>Article 14</p> <p>When the shareholders' general meeting is held, the board of directors, the supervisory committee <u>audit and risk management committee under the board of directors</u> and the shareholders individually or collectively holding more than 1% of the Company's shares shall have the right to put forward a proposal in writing to the Company, and the Company shall incorporate those matters in the proposal which fall within the scope of the duties of the shareholders' general meeting into the agenda of such meeting.</p> <p>...</p>
10.	<p>Article 17</p> <p>The measures and procedures to nominate directors and supervisors other than those representing employees are as follows:</p> <p>(1) the board of directors, the nomination and remuneration committee under the board of directors and shareholders who meet the qualifications required by laws, regulations and regulatory provisions, may nominate the candidates for directors within the headcount limit as provided in the Articles of Association and in accordance with the intended numbers to be elected; in</p>	<p>Deleted</p>

No.	Existing Articles	Proposed Amendments and Revised Articles
	<p>addition, the supervisory committee may nominate the candidates for independent directors;</p> <p>The supervisory committee is entitled to nominate the candidates for supervisors other than those representing employees within the headcount limit as provided in the Articles of Association and in accordance with the intended numbers to be elected;</p> <p>(2) the nomination and remuneration committee under the board of directors shall preliminarily examine the qualifications and conditions of the director candidates and submit the qualified candidates to the board of directors for deliberation; the qualifications of the supervisor candidates shall be deliberated by the supervisory committee. Being considered and approved by the board of directors and the supervisory committee, written proposals of the director candidates and the supervisor candidates shall be submitted 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 director candidates and the supervisor candidates;</p> <p>(3) the shareholders' general meeting shall vote on the candidates one by one. Cumulative voting system may be adopted when electing directors and supervisors at the shareholders' general meeting. Cumulative voting system must be adopted for the election of directors and supervisors when a single shareholder of the Company (the shareholdings of connected shareholders and any person acting in concert with him/her/it shall be calculated accumulatively) holds more than 20% of the Company's shareholding, and no more than 2 directors can be nominated by any single shareholder. A shareholder who has nominated a non-independent director and his/her/its related parties shall not nominate an independent director, and a shareholder who has nominated a director and his/her/its related parties shall not nominate a supervisor;</p> <p>(4) in case of any need to add or change any director or supervisor candidates, the nominators shall propose in accordance with the provisions of item (1) of this Article and submit it to the board of directors or the supervisory committee, and the board of directors or the supervisory committee shall consider it and propose to the shareholders' general meeting the selection or change of a director or supervisor;</p> <p>(5) where mandatory regulations in relation to the nomination of independent directors are otherwise provided by laws, regulations, regulatory documents and the Articles of Association, such regulations shall apply.</p>	
11.	<p>Article 27</p> <p>Shareholders shall appoint proxy in writing, and instruments of proxies</p>	<p>Article 26</p> <p>Shareholders shall appoint proxy in writing, and the instruments of</p>

No.	Existing Articles	Proposed Amendments and Revised Articles
	<p>shall specify the following particulars:</p> <ul style="list-style-type: none"> (1) name of the proxy; (2) whether the proxy has the right to vote; (3) separate instructions as to whether to vote for, vote against, or abstain from voting on each item for consideration on the agenda of the shareholders' general meeting; (4) the date of issuance and term of validity of the instrument of proxies; (5) the signature (or seal) of the principal; if the principal is a legal person shareholder, the seal of the legal person shall be affixed. 	<p>proxies <u>issued by shareholders for appointing other persons to attend the shareholders' general meeting</u> shall specify the following particulars:</p> <ul style="list-style-type: none"> (1) <u>the name of the principal and the class and number of shares held in the Company;</u> (2) name of the proxy; (2) whether the proxy has the right to vote; (3) separate <u>specific instructions from the shareholder, including instructions</u> as to whether to vote for, vote against, or abstain from voting on each item for consideration on the agenda of the shareholders' general meeting; (4) the date of issuance and term of validity of the instrument of proxies; (5) the signature (or seal) of the principal; if the principal is a legal person shareholder, the seal of the legal person shall be affixed.
12.	<p>Article 28</p> <p>Where the instrument appointing a voting proxy is signed by another person authorized by the entrusting party, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the entrusting party 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' meeting as the representative of such legal person.</p>	<p>Article 27</p> <p>Where the instrument appointing a voting proxy is signed by another person authorized by the entrusting party, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the entrusting party 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' meeting as the representative of such legal person.</p>
13.	<p>Article 29</p> <p>Any form of proxy sent to shareholders by the board of directors of the Company for the appointment of proxy shall set out options for the shareholder to instruct its proxy as to whether to vote for or against, and shall give shareholders the opportunity to give instructions for each proposed resolution. The form of proxy shall specify in the absence of voting instructions from the shareholder, the proxy may vote as he thinks fit.</p>	Deleted
14.	<p>Article 30</p> <p>Individual shareholders attending in person shall produce identity documents or other valid documents or evidence, securities account card as proof of identity.</p> <p>Article 31</p> <p>Proxies attending for individual shareholders shall produce identity</p>	<p>Article 28</p> <p>Individual shareholders attending in person shall produce identity documents or other valid documents or evidence, securities account card as proof of identity.</p> <p>Article 31</p> <p>Proxies attending for individual shareholders shall produce identity documents and the instrument of proxy.</p>

No.	Existing Articles	Proposed Amendments and Revised Articles
	<p>documents and the instrument of proxy.</p> <p>Proxies attending for legal person shareholders appointed by the legal representative of the legal person shall produce identity documents and the instruments of proxy signed by the legal representative of the shareholder. Proxies attending for shareholders appointed by the board of directors or executive authority of the shareholder shall produce identity documents and the instrument of proxy signed by the board of directors or executive authority of the shareholder and stamped with company chop of the shareholder. Completed instruments of proxy shall be dated.</p>	<p><u>Article 29</u> <u>A legal person shareholder shall attend the meeting through its legal representative or a proxy authorized by its legal representative, board of directors, or other executive authority.</u> <u>The legal representative of a legal person shareholder attending the meeting shall produce identity document and valid proof of his/her status as legal representative.</u></p> <p>Proxies attending for legal person shareholders appointed by the legal representative of the legal person shall produce identity documents and the <u>written</u> instruments of proxy signed <u>according to law</u> by the legal representative of the shareholder. Proxies attending for shareholders appointed by the board of directors or executive authority of the shareholder shall produce identity documents and the instrument of proxy signed by the board of directors or executive authority of the shareholder and stamped with company chop of the shareholder. Completed instruments of proxy shall be dated.</p>
15.	<p>Article 32</p> <p>The signature attendance record of the attendees of the shareholders' general meeting shall be prepared by the Company. Items such as name of the shareholders, identity code, address, number of voting shares held or represented, name of the proxy and the name of the shareholder being represented etc. shall be reflected in the attendance record.</p>	<p>Article 30</p> <p>The signature attendance <u>meeting registration</u> record of the attendees of the shareholders' general meeting shall be prepared by the Company. Items such as name of the shareholders <u>attendees (or names of the entity)</u>, identity code, address, number of voting shares held or represented, name of the proxy <u>principal (or names of the entity)</u> and the name of the shareholder being represented <u>principal (or names of the entity)</u> etc. shall be reflected in the attendance <u>meeting registration</u> record.</p>
16.	<p>Newly added</p>	<p>Article 31</p> <p><u>The convener and the lawyer engaged by the Company will jointly verify the legitimacy of the shareholders' qualifications based on the register of shareholders provided by the securities registering and clearing organization and register their names (or names of the entity) and the number of voting shares held. Registration of the meeting shall be closed before the presiding officer announces the number of shareholders and proxies present at the meeting and the total number of voting shares held by them.</u></p>
17.	<p>Article 34</p> <p>The Company's directors, supervisors and secretary of the Board should attend the shareholders' meeting. Senior management should sit in at the shareholders' meeting.</p>	<p>Article 33</p> <p><u>If t</u>The Company's directors, supervisors and secretary of the Board <u>and senior management are required to</u> should attend the shareholders' meeting. Senior management should sit in at the shareholders' meeting, <u>the directors and senior management shall sit in at the meeting and reply to the shareholders' queries.</u></p>
18.	<p>Article 35</p>	<p>Article 34</p>

No.	Existing Articles	Proposed Amendments and Revised Articles
	<p>...</p> <p>A shareholders' general meeting convened by the supervisory committee itself shall be chaired and presided over by the chairman of the supervisory committee. If the chairman of the supervisory committee cannot perform or fails to perform his duties, the majority of the supervisors shall jointly elect a supervisor to chair the meeting.</p> <p>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 over the meeting.</p> <p>...</p>	<p>...</p> <p>A shareholders' general meeting convened by the supervisory committee <u>audit and risk management committee under the board of directors</u> itself shall be chaired and presided over by the chairman of the supervisory committee <u>chairman of the audit and risk management committee under the board of directors</u>. If the chairman of the supervisory committee <u>audit and risk management committee under the board of directors</u> cannot perform or fails to perform his duties, the majority of the supervisors <u>over half of the members of the audit and risk management committee under the board of directors</u> shall jointly elect a supervisor <u>member of the audit and risk management committee under the board of directors</u> to chair the meeting.</p> <p>A shareholders' general meeting convened by the shareholders themselves shall be presided by <u>the convener or</u> a representative elected by the convener. If the convener cannot <u>be or</u> 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 over the meeting.</p> <p>...</p>
19.	<p>Article 40</p> <p>Unless otherwise stipulated in the Articles of Association, the following matters shall be approved by way of ordinary resolution of the shareholders' general meeting:</p> <p>(1) work reports of the board of directors and the supervisory committee;</p> <p>(2) profit distribution plan and loss recovery plan formulated by the board of directors;</p> <p>(3) Election and removal of directors and supervisors who are not employee representatives and determination of matters relating to the remuneration and payment methods of directors and supervisors , excluding the removal of independent directors;</p> <p>...</p>	<p>Article 39</p> <p>Unless otherwise stipulated in the Articles of Association, the following matters shall be approved by way of ordinary resolution of the shareholders' general meeting:</p> <p>(1) work reports of the board of directors and the supervisory committee;</p> <p>(2) profit distribution plan and loss recovery plan formulated by the board of directors;</p> <p>(3) Election and removal of directors <u>who are not employee representatives</u>, and supervisors who are not employee representatives and supervisors and determination of matters relating to the remuneration and payment methods of directors and supervisors, excluding the removal of independent directors;</p> <p>...</p>
20.	<p>Article 51</p> <p>The shareholders' general meetings shall keep minutes. Directors, supervisors, the secretary to the board of directors, the convener or their representatives, and the chairman of the meeting and the recorders attending the meeting shall sign the minutes of the meeting.</p> <p>The secretary of the board of directors shall be responsible for the minutes of shareholders' general meetings. The minutes shall set out the following:</p> <p>(1) the date, time place and agenda of the meeting, and the name of the</p>	<p>Article 50</p> <p>The shareholders' general meetings shall keep minutes. Directors, supervisors, the secretary to the board of directors, the convener or their representatives, and the chairman of the meeting and the recorders attending <u>or sitting in</u> the meeting shall sign the minutes of the meeting.</p> <p>The secretary of the board of directors shall be responsible for the minutes of shareholders' general meetings. The minutes shall set out the following:</p> <p>(1) the date, time, place and agenda of the meeting, and the name of the</p>

No.	Existing Articles	Proposed Amendments and Revised Articles
	<p>convener;</p> <p>(2) the names of the chairman of the meeting, and the directors, supervisors, and other senior management of the Company attending or present at the meeting;</p> <p>(3) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of the domestic shares shareholders (including by proxy) and the overseas listed foreign shares (including by proxy) to the total number of shares of the Company;</p> <p>(4) the process of discussion in respect of each proposal, highlights of the proposals considered which are proposed by the persons who speak at the meeting and the results of the poll (the voting results of the domestic shares shareholders and the H shares shareholders in respect of each resolution should also be recorded);</p> <p>...</p> <p>(6) the names of the counting officer and scrutinizer;</p> <p>(7) other matters which, according to the shareholders' general meeting and the provisions of the Articles of Association, shall be recorded in the minutes of the meeting.</p>	<p>convener;</p> <p>(2) the names of the chairman of the meeting, and the directors, supervisors, and other senior management of the Company attending or present at the meeting;</p> <p>(3) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of the domestic shares shareholders (including by proxy) and the H-overseas listed foreign shares- shareholders (including by proxy) to the total number of shares of the Company;</p> <p>(4) the process of discussion in respect of each proposal, highlights of the proposals considered which are proposed by the persons who speak at the meeting and the results of the poll (the voting results of the domestic shares shareholders and the H shares shareholders in respect of each resolution should also be recorded);</p> <p>...</p> <p>(6) the names of the lawyer, counting officer and scrutinizer;</p> <p>(7) other matters which, according to the shareholders' general meeting and the provisions of the Articles of Association, shall be recorded in the minutes of the meeting.</p>
21.	<p>Article 56</p> <p>When the board of directors decides on the authorized matters, the matters shall be fully discussed and demonstrated. It may also engage a intermediary agency to provide advisory opinions, if necessary, to ensure that the matters to be decided in a scientific and reasonable way.</p> <p>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 and insurance supervisory departments during the decision-making process on the authorized matters.</p>	<p>Article 55</p> <p>When the board of directors decides on the authorized matters, the matters shall be fully discussed and demonstrated. It may also engage an intermediary agency to provide advisory opinions, if necessary, to ensure that the matters to be decided in a legally compliant, scientific and reasonable way.</p> <p>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 the National Financial Regulatory Administration and other relevant securities and insurance supervisory departments during the decision-making process on the authorized matters.</p>
22.	<p>Article 59</p> <p>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.</p>	<p>Article 58</p> <p>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 resolve the matter in accordance with the relevant procedures stipulated by the laws, administrative regulations and the Articles of Association.</p>

No.	Existing Articles	Proposed Amendments and Revised Articles
23.	<p>Article 62</p> <p>These Procedural Rules shall take effect on the date when the initially public offered domestic shares of the Company have been listed on the Shanghai Stock Exchange, upon approval by the resolution of the shareholders' general meeting. The board of directors shall amend these Procedural Rules in accordance with the resolution of the shareholders' general meeting and the review opinions of the relevant competent authorities.</p>	<p>Article 61</p> <p>These Procedural Rules shall take effect on the date when the initially public offered domestic shares of the Company have been listed on the Shanghai Stock Exchange, upon approval by the resolution of the shareholders' general meeting. The board of directors shall amend these Procedural Rules in accordance with the resolution of the shareholders' general meeting and the review opinions of the relevant competent authorities.</p>
24.	<p>Article 64</p> <p>Terms of “not less than” used in these Procedural Rules shall include the number itself; while the terms “under”, “beyond” and “below” used shall not include the number itself.</p>	<p>Article 63</p> <p>Terms of “not less than” used in these Procedural Rules shall include the number itself; while the terms “under”, “beyond” and “below”, “exceeding” and “over” used shall not include the number itself.</p>

III. Amendments to the Procedural Rules for Board Meetings

No.	Existing Articles	Proposed Amendments and Revised Articles
1.	<p>Article 3</p> <p>The board of directors shall compose of fifteen directors, which includes one chairman, two vice chairmen (optional), five executive directors, four non-executive directors and six independent directors.</p>	<p>Article 3</p> <p>The board of directors shall compose of fifteen directors, which includes one chairman, two vice chairmen (optional), fivefour executive directors, four non-executive directors, six independent directors and one employee director.</p>
2.	<p>Article 4</p> <p>A director is elected by the shareholders' general meeting with a term of office of three years. A director may serve consecutive terms if re-elected upon expiry of the term. The shareholders' general meeting shall not remove a director without due reason before the expiry of the director's term of office.</p> <p>...</p>	<p>Article 4</p> <p>A director <u>who is not an employee representative</u> is elected by the shareholders' general meeting, <u>and the employee director is elected by employees of the Company through employee representative meeting or other democratic procedures</u> with a term of office of three years. A director may serve consecutive terms if re-elected upon expiry of the term. The shareholders' general meeting shall not remove a director without due reason before the expiry of the director's term of office.</p> <p>...</p>
3.	<p>Article 13</p> <p>The chairman of the board of directors shall convene and preside over an extraordinary board of directors meeting within 10 days upon the receipt of a proposal for such a meeting where a meeting is:</p> <p>(1) considered by the chairman of the board of directors to be necessary;</p> <p>(2) jointly proposed by one-third or more of the directors;</p> <p>(3) proposed by the supervisory committee;</p> <p>...</p>	<p>Article 13</p> <p>The chairman of the board of directors shall convene and preside over an extraordinary board of directors meeting within 10 days upon the receipt of a proposal for such a meeting where a meeting is:</p> <p>(1) considered by the chairman of the board of directors to be necessary;</p> <p>(2) jointly proposed by one-third or more of the directors;</p> <p>(3) proposed by the supervisory committee <u>audit and risk management committee under the board of directors;</u></p>

No.	Existing Articles	Proposed Amendments and Revised Articles
		...
4.	<p>Article 21</p> <p>The chairman of a board meeting shall appoint an independent director to present the written approval given by the independent directors in case of any motion which requires prior approval by independent directors as required, before such motion may be discussed.</p>	Deleted
5.	<p>Article 23</p> <p>...</p> <p>A director who is connected to companies associated with matters to be resolved at the board of directors meeting, such director shall not vote, on his own or other director(s)'s behalf, on such resolution. Such board of directors meeting may be held with not less than one half of the unconnected directors present and the resolutions thereof are to be passed by not less than two-thirds of the unconnected directors. If less than three unconnected directors are present at the board of directors meeting, such matters shall be submitted to the shareholders' general meeting for approval. The board shall submit a report in respect of the status of connected transactions and the implementation of management system on connected transactions to the shareholders' general meeting on an annual basis.</p>	<p>Article 22</p> <p>...</p> <p>A director who is connected to companies associated with matters to be resolved at the board of directors meeting, such shall report in writing to the board of directors in a timely manner. Such connected director shall not vote, on his own or other director(s)'s behalf, on such resolution. Such board of directors meeting may be held with not less than over one half of the unconnected directors present and the resolutions thereof are to be passed by not less than two-thirds of the unconnected directors. If less than three unconnected directors are present at the board of directors meeting, such matters shall be submitted to the shareholders' general meeting for approval. The Board shall submit a report in respect of the status of connected transactions and the implementation of management system on connected transactions to the shareholders' general meeting on an annual basis.</p>
6.	<p>Article 28</p> <p>Where more than half of the directors in presence or more than two independent directors cannot make judgment on relevant matters 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 shall require the meeting to defer to resolve on the motion.</p> <p>The director proposing to defer to resolve on the motion shall provide unambiguous requirements in respect of the conditions precedent for the motions to be resolved on again.</p>	<p>Article 27</p> <p>Where more than half of the over half of all directors in presence or more than two independent directors cannot make judgment on relevant matters 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 shall require the meeting to defer to resolve may announce the deferral of voting on the motion, and simultaneously provide unambiguous requirements in respect of the time and conditions for the motions to be resolved on again.</p> <p>The director proposing to defer to resolve on the motion shall provide unambiguous requirements in respect of the conditions precedent for the motions to be resolved on again. Where there are obvious differences of opinions among the attending directors on the resolution of a certain motion, the chairman of the meeting may, with the consent of over half of all directors, announce the deferral of voting on the motion.</p>
7.	<p>Article 31</p> <p>...</p> <p>(5) the voting methods and results for each motion, the voting results shall</p>	<p>Article 30</p> <p>...</p> <p>(5) the voting methods and results for each motion, the voting results shall</p>

No.	Existing Articles	Proposed Amendments and Revised Articles
	specify the respective number of assenting, dissenting votes.	specify the respective number of assenting, dissenting or abstained votes.
8.	<p>Article 39</p> <p>The main functions and responsibilities of the audit and risk management committee under the board of directors are as follows:</p> <p>...</p> <p>(7) to perform other duties as authorized by the board of directors</p>	<p>Article 38</p> <p>The main functions and responsibilities of the audit and risk management committee under the board of directors are as follows:</p> <p>...</p> <p>(7) to exercise positions and powers of the supervisory committee as prescribed by the Company Law;</p> <p>(8) to perform other duties as authorized by the laws and regulations, the Articles of Association, and the board of directors.</p>
9.	<p>Article 43</p> <p>These Procedural Rules shall take effect on the date on which the domestic shares issued by the Company are listed on the Shanghai Stock Exchange, upon approval by the resolution of the shareholders' general meeting. The board of directors shall amend these Procedural Rules in accordance with the resolution of the shareholders' general meeting and the review opinions of the relevant competent authorities.</p>	<p>Article 42</p> <p>These Procedural Rules shall take effect on the date on which the domestic shares issued by the Company are listed on the Shanghai Stock Exchange, upon approval by the resolution of the shareholders' general meeting. The board of directors shall amend these Procedural Rules in accordance with the resolution of the shareholders' general meeting and the review opinions of the relevant competent authorities.</p>
10.	<p>Article 46</p> <p>Terms of “not less than” used in these Procedural Rules shall include the number itself; while the terms “less than”, “below” and “exceeding” used shall not include the number itself.</p>	<p>Article 45</p> <p>Terms of “not less than” used in these Procedural Rules shall include the number itself; while the terms “less than”, “below”, and “exceeding” and “over” used shall not include the number itself.</p>

IV. Abolish the “Procedural Rules for Supervisory Committee Meetings”

Notes:

1. This revision deletes Chapter XI, “Supervisory Committee”, from the original Articles of Association, and it is not listed item by item in the table above;
2. The revision of relevant articles, if it only involves the deletion of the terms “Supervisory Committee”, “Supervisor(s)” and “Independent Supervisor(s)”, or the deletion of articles only applicable to the Supervisors or the Supervisory Committee, has not been listed item by item in the table above;
3. Due to the deletion of articles in this revision, the clause numbering in the Articles of Association and its appendices will be adjusted accordingly. Any cross-references to clause numbers affected by such changes in the original Articles of Association and its appendices shall be correspondingly amended in the revised Articles of Association and its appendices.
4. The Articles of Association was originally drafted in Chinese and the English translation is for your reference only. In case of any inconsistencies between the Chinese and the English versions, the Chinese version shall prevail.