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If you have sold or transferred all your shares in **Ping An Insurance (Group) Company of China, Ltd.**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中国平安保险(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)

(1) PROPOSED A SHARE ISSUE

(2) PROPOSED AMENDMENTS TO THE ARTICLES

(3) PROPOSED ADOPTION OF THE PROCEDURAL RULES

It is important to note that the purpose of distributing this circular is to provide the Shareholders with information on the proposed issue of A Shares by the Company, so that the Shareholders may make an informed decision on voting in respect of resolutions to be tabled at the EGM. This circular does not constitute, or form part of, an offer or invitation, or solicitation or inducement of an offer, to subscribe for or purchase any of the A Shares or other securities of the Company, nor is this circular calculated to invite offers for any shares or other securities of the Company.

A letter from the Board is set out on pages 3 to 9 of this circular.

Notices convening the EGM to be held on Monday, November 13, 2006 at 10:00 a.m. at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC, and the Class Meeting for H Shares Shareholders of the Company at 11:00 a.m. (or immediately after the conclusion and adjournment of the EGM and the Domestic Shareholders Class Meeting) at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC are reproduced herein.

Whether or not you intend to attend the EGM or the Class Meetings, you are requested to complete and return the form of proxy sent to you on September 27, 2006 in accordance with the instructions printed thereon. If you intend to attend the respective meetings, you are required to complete and return (i) the reply slip sent to you on September 27, 2006 in accordance with the instructions printed thereon not later than Tuesday, October 24, 2006 and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the respective meeting or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the respective meeting or at any adjourned meeting should you so wish.

October 16, 2006

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DEFINITIONS

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

“A Share Issue”	the proposed issue of not more than 1.15 billion A Shares by way of placing and public offering of new shares and/or such other manner as shall be approved by the Relevant Governing Authorities, which are proposed to be listed on the Shanghai Stock Exchange
“A Shares”	the Domestic Shares, which are proposed to be listed on the Shanghai Stock Exchange
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“CIRC”	China Insurance Regulatory Commission
“Class Meetings”	the Domestic Shareholders Class Meeting and the H Shares Shareholders Class Meeting to be held on November 13, 2006 to approve, inter alia, the A Share Issue
“Company”	Ping An Insurance (Group) Company of China, Ltd., a company incorporated in the PRC and the foreign shares of which are listed on the Hong Kong Stock Exchange
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of the Company
“Domestic Shareholders Class Meeting”	the class meeting for holders of Domestic Shares to be held on November 13, 2006 to approve, inter alia, the A Share Issue
“Domestic Shares”	the ordinary shares of RMB1.00 each issued by the Company, which are subscribed for or credited as fully paid up in Renminbi
“EGM”	the extraordinary general meeting of the Company to be held on November 13, 2006 to approve, inter alia, the A Share Issue

DEFINITIONS

“H Shares”	overseas listed foreign shares of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars
“H Shares Shareholders Class Meeting”	the class meeting for holders of H Shares to be held on November 13, 2006 to approve, inter alia, the A Share Issue
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, the Hong Kong Special Administrative Region, the Macau Special Administrative Region, and Taiwan
“Procedural Rules”	the Procedural Rules of the meetings of the Shareholders, the Board and the Supervisory Committee
“Relevant Governing Authorities”	the relevant governing authorities in the PRC for the approval of the A Share Issue and related matters including but not limited to the CSRC and CIRC
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Stock Exchange”	The Shanghai Stock Exchange of the PRC
“Shareholders”	holders of Domestic Shares and H Shares
“Shares”	Domestic Shares and H Shares
“Supervisors”	supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company



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PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.

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(Stock Code: 2318)

Executive Directors:

Ma Mingzhe
Sun Jianyi
Cheung Chi Yan Louis

Registered office:

Ping An Building
Ba Gua No. 3 Road
Shenzhen
PRC

Non-executive Directors:

Huang Jianping
Lin Yu Fen
Cheung Lee Wah
Anthony Philip HOPE
Dou Wenwei
Fan Gang
Lin Lijun
Shi Yuxin
Hu Aimin
Chen Hongbo
Wong Tung Shun Peter
Ng Sing Yip

Principal place of business in Hong Kong:

11th Floor, Dah Sing Financial Center
108 Gloucester Road
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Hong Kong

Independent non-executive Directors:

Bao Youde
Kwong Che Keung Gordon
Cheung Wing Yui
Chow Wing Kin Anthony

October 16, 2006

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED A SHARE ISSUE
(2) PROPOSED AMENDMENTS TO THE ARTICLES
(3) PROPOSED ADOPTION OF THE PROCEDURAL RULES

A. INTRODUCTION

The Company announced on September 27, 2006 that, subject to and as to be approved by the Shareholders at the EGM and the Class Meetings, the Company shall allot and issue not more than 1.15 billion A Shares by way of placing and public offering of new shares and/or such other manner as shall be approved by the Relevant Governing Authorities. Such A Shares

LETTER FROM THE BOARD

are proposed to be listed on the Shanghai Stock Exchange. The A Share Issue is subject to approvals of (a) Shareholders to be sought at the EGM and the Class Meetings; and (b) the Relevant Governing Authorities.

In order to comply with the relevant requirements applicable to PRC listed issuers, the Board also proposes to make certain amendments to the Articles and to adopt the associated Procedural Rules for corporate meetings.

The purpose of this circular is to give you details of the proposed A Share Issue, the proposed amendments to the Articles and the proposed adoption of the Procedural Rules.

B. PROPOSED A SHARE ISSUE

1. Background

At the Board meeting held on September 26, 2006, it was resolved that, subject to and as to be approved by the Shareholders at the EGM and the Class Meetings, the Company shall apply to the Relevant Governing Authorities for the allotment and issue of not more than 1.15 billion A Shares by way of placing and public offering of new shares and/or such other manner as shall be approved by the Relevant Governing Authorities. Such A Shares are proposed to be listed on the Shanghai Stock Exchange. The Company intends to make the listing application to the Shanghai Stock Exchange as soon as practicable following shareholders' approval. It is expected that investors will not include connected persons (as defined under the Listing Rules) of the Company. If any such investors includes connected persons of the Company, the Company will take steps to comply with the relevant connected transaction requirements under the Listing Rules.

2. Structure of the A Share Issue

Type of securities to be issued: A Shares

Number of A Shares to be issued: This issue will not exceed 1.15 billion A Shares (representing approximately 18.6% of the existing issued share capital of the Company and approximately 15.7% of the enlarged issued share capital of the Company assuming the full 1.15 billion A Shares have been issued), including shares, not exceeding 15% of the amount to be underwritten by the lead underwriters, to be allotted pursuant to the over-allotment option to be granted by the Board to the lead underwriters depending on circumstances. The final number of A Shares to be issued will be decided upon by the Board subject to and as authorised by the Shareholders at the EGM and the Class Meetings, adjusted depending on market conditions and is subject to approval(s) by the CSRC and other Relevant Governing Authorities

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Nominal value:	RMB1.00 each
Rights attached to the A Shares:	The A Shares will be listed Domestic Shares and, subject to applicable laws, rules and regulations and the Articles, will rank pari passu with the existing Domestic Shares and H Shares in all respects. Once the A Share Issue is completed, both new and existing Shareholders will be entitled to share the accumulated retained earnings at the time of the A Share Issue in proportion to their then shareholdings
Target subscribers:	Members of the PRC public (i.e. PRC individuals, entities and other institutions) having A share accounts with the Shanghai Stock Exchange (except those prohibited under PRC laws and regulations)
Basis for determining the issue price:	The issue price of the A Share Issue will be determined on the basis of market conditions, the condition prevailing in the securities market at the time of the A Share Issue and market consultation. Thus, the amount of funds to be raised from the A Share Issue cannot be confirmed at the date of this circular

Upon obtaining shareholders' approvals at the EGM and the Class Meetings and the necessary approval from the CSRC, which is expected to take 3 months or longer, for the A Share Issue, as required by the relevant PRC regulations, including the Administrative Measures on the Offering and Underwriting of Securities issued by the CSRC which took effect on September 19, 2006, and in line with market practice, a price consultation will be undertaken with not less than 50 qualified price enquiry participants recognised by the Securities Association of China in the PRC, taking into consideration the trading prices of the Company's H Shares in particular. Pursuant to the relevant PRC regulations, the issue price should not be lower than the net asset value (excluding minority interests) per share according to the then latest audited financial statements of the Company. It is expected that following the price consultation, an indicative price range can then be set and the amount of funds to be raised can then be estimated

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Use of proceeds: Net proceeds raised from the A Share Issue will be used to replenish the capital of the Company and/ or as approved by the Relevant Governing Authorities

3. Shareholders' Approval and Other Approvals

The EGM and the Class Meetings will be held to consider and, if thought fit, approve, among other things, the specific mandate for the A Share Issue and to authorise the Board to determine and deal with at its discretion and with full authority, matters relating to the A Share Issue (including but not limited to the specific timing of the issue, number of A Shares to be issued, offering mechanism, pricing mechanism, issue price, structure of the issue and the over-allotment option to be granted to the lead underwriters depending on circumstances etc.) and listing on the Shanghai Stock Exchange and to amend the Articles and other related documents in accordance with comments from the Relevant Governing Authorities; to, at their discretion and with full authority sign, amend or terminate all necessary documents in relation to the A Share Issue and the listing on the Shanghai Stock Exchange and related agreements (including but not limited to the preliminary prospectus, the prospectus, underwriting agreement, sponsors agreements, listing agreement and any related announcements), effect and carry out necessary formalities (including but not limited to procedures for listing of the A Shares on the Shanghai Stock Exchange), following completion of the A Share Issue, handle all registration requirements in relation to changes in the registered capital and amendments to the Articles; and in relation to the A Share Issue and the listing on the Shanghai Stock Exchange, handle all approval, registration, filing, consent procedural matters with all relevant governmental departments and authorities outside of the PRC, sign, execute, amend and complete all documents that should be submitted to all relevant governmental departments, authorities, associations, individuals outside of the PRC, and take and undertake all other necessary, appropriate and suitable actions and matters in connection therewith.

It should be noted that the A Share Issue, upon approval by the Shareholders at the EGM and the Class Meetings, is still subject to the approval of the CSRC and other Relevant Governing Authorities. In addition, the approval of the Shanghai Stock Exchange as to the listing and dealings in the A Shares on the Shanghai Stock Exchange is also required. The approval by the Shareholders at the EGM and the Class Meetings shall remain to be effective for a period of twelve months.

Subject to the approval by the Shareholders, the approval by the Relevant Governing Authorities and the approval by the Shanghai Stock Exchange, the A Share Issue is expected to take place in 2007 within the effective period of the Shareholders' approval at the EGM and Class Meetings.

4. Reasons for and Benefits of the A Share Issue

The Company believes that the A Share Issue will establish a new financing platform for the Company and will broaden the Company's access to different securities markets. This will enable the Company to enhance the development of its operations and to further improve its competitiveness. Also, the Board believes that the A Share Issue will benefit the Company and the Shareholders as a whole.

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5. Effect of the A Share Issue on the Company's shareholding structure

As advised by the Company's PRC lawyers, Commerce & Finance Law offices, according to the relevant existing PRC laws and regulations and the relevant requirements of the CSRC and the Shanghai Stock Exchange, existing Domestic Shares issued before the A Share Issue may, upon the listing of the A Shares in the Shanghai Stock Exchange, be converted to qualified tradeable Domestic Shares. Except for the relevant requirements relating to lock-up period under the relevant laws and regulations and the listing rules of the Shanghai Stock Exchange, such converted A Shares shall carry the same rights as the other A Shares issued by the Company. It is expected that the conversion of the existing issued Domestic Shares into A Shares will not involve any payment of compensation by the holders of such Domestic Shares to the holders of A Shares issued under the A Share Issue.

Set out below is the shareholding structure of the Company as at the date of this circular and immediately upon completion of the A Share Issue based on the assumption that the maximum 1.15 billion new A Shares will be issued under the A Share Issue:

	As at the date of this circular		Immediately after completion of the A Share Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
(1) Domestic Shares	3,636,409,636	58.7	4,786,409,636	65.2
(i) Existing Domestic Shares issued	3,636,409,636*	58.7	–	–
(ii) A Shares transferable from non-listed Domestic Shares	–	–	3,636,409,636*	49.5
(iii) A Shares to be issued	–	–	1,150,000,000	15.7
(2) H Shares	2,558,643,698	41.3	2,558,643,698	34.8
(3) Total number of listed shares assuming full conversion of all Domestic Shares: (1)(ii) + (1)(iii) + (2)	2,558,643,698	41.3	7,345,053,334	100.0
(4) Total number of shares in issue	6,195,053,334	100.0	7,345,053,334	100.0

* These represent the same lot of existing Domestic Shares

C. PROPOSED AMENDMENTS TO THE ARTICLES

Amendments to the Articles are being proposed primarily as a result of the proposed A Share Issue and to comply with applicable PRC laws and regulations. The amendments to the Articles are subject to Shareholders' approval at the EGM and will become effective upon approval by the CIRC and other regulatory bodies and listing of the A Shares.

LETTER FROM THE BOARD

The proposed amendments deal with a number of areas, including:

- (a) alteration of the Company's registered capital and shareholding structure;
- (b) regulations on the proceedings of Shareholders' general meetings;
- (c) regulations on the election and appointment of Directors and Supervisors;
- (d) regulations on the rights and obligations of the Shareholders, Directors, Supervisors, and senior management;
- (e) provisions in relation to the rules of the Shareholders' meetings, Board meetings and Supervisory Committee meetings; and
- (f) other provisions as required by any applicable laws and regulations for companies with A Shares in issue.

D. PROPOSED ADOPTION OF THE PROCEDURAL RULES

As a result of the proposed A Share Issue and as required by the relevant laws, rules and regulations and the requirements of the CSRC and the Shanghai Stock Exchange, the Company proposes to adopt the Procedural Rules for Shareholders' meetings, Board meetings and Supervisory Committee meetings respectively to regularise the functions and powers of and the procedures for Shareholders' meetings, Board meetings and Supervisory Committee meetings and other related matters.

These Procedural Rules set out the regulations on the conduct and proceedings of the Shareholders' meetings, Board meetings and Supervisory Committee meetings with major adoptions as follows:

1. The Procedural Rules for Shareholders' meetings adopt regulations on the functions and powers of the Shareholders' meetings, the notice requirement, quorum, conduct and manner of meetings, voting rights of the Shareholders at the general meetings and minutes requirements of the Shareholders' meetings.
2. The Procedural Rules for Board meetings adopt regulations on the functions and scope of resolutions made at the Board meetings, the notice requirement, quorum, conduct and manner of the Board meetings, voting rights of the Directors at the Board meetings, minutes requirements of Board meetings as well as the three special committees established under the Board namely, the audit committee, nomination committee and remuneration committee.
3. The Procedural Rules for Supervisory Committee meetings adopt regulations on the functions and scope of the resolutions made at the Supervisory Committee meetings, the notice requirement, quorum, conduct and manner of meetings, voting rights of the Supervisors at the Supervisory Committee meetings and minutes requirements of the Supervisory Committee meetings.

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The above Procedural Rules are subject to Shareholders' approval at the EGM, and the obtaining of any approval (as applicable) from the Relevant Governing Authorities and will become effective upon listing of the A Shares.

As advised by the Company's legal advisers as to PRC law, Commerce & Finance Law Officers, the amendments to the Articles and the Procedural Rules do not conflict with applicable PRC laws and rules currently in force.

As advised by the Company's legal advisers as to Hong Kong law, Dibb Lupton Alsop, the amendments to the Articles and the Procedural Rules do not conflict with the provisions of Appendix 3 and Part D of Appendix 13 to the Listing Rules.

E. THE EGM AND THE CLASS MEETINGS

Special resolutions to approve the proposed A Share Issue will be proposed at the EGM and the Class Meetings. Special resolutions to approve the proposed amendments to the Articles and the adoption of the Procedural Rules, will also be proposed at the EGM.

No Shareholder is required to abstain from voting in connection with the matters to be resolved at the EGM and the Class Meetings.

F. PROCEDURE FOR DEMANDING A POLL

According to the Articles, a resolution will be determined on a show of hands unless before or after any vote on a show of hands, a poll is demanded by the following person(s): (i) the chairman of the meeting; or (ii) at least two Shareholders entitled to vote, present in person or by proxy; or (iii) by one or more Shareholders present in person or by proxy representing more than 10% of all Shares carrying the voting rights at the meeting.

G. RECOMMENDATION

The Directors consider that the proposed A Share Issue, the proposed amendments to the Articles and the proposed adoption of the Procedural Rules are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions which will be proposed at the EGM and the Class Meetings.

Yours faithfully,

For and on behalf of the Board of Directors

PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.

Ma Mingzhe

Chairman and Chief Executive Officer

EXPLANATORY NOTE OF THE ARTICLES (DRAFT) APPLICABLE AFTER THE A SHARE ISSUE IS COMPLETED

In light of the Company’s recent plan to apply for a public offering of its Domestic Shares (A Shares) to be listed on the Shanghai Stock Exchange, according to the Notice Regarding Publication of the “Guideline on the Listed Companies’ Articles of Association (amended in 2006)” issued by the CSRC (“Guideline on Articles of Association”), for companies offering shares to the public in the PRC for the first time, when it submits the application materials to the CSRC, the content of its articles of association shall be drafted and amended according to the Guideline on Articles of Association. For companies who will have listed both domestic shares and overseas shares, it shall continue to comply with the requirements in the Mandatory Provisions for Articles of Association of Companies Listing Overseas (“Mandatory Provisions”) and amend its articles of association according to the Guideline on Articles of Association. The Articles are now amended based on the relevant requirements under the Company Law of the PRC (“Company Law”) and the Guideline on Articles of Association. The summary of the first draft of the amended Articles are as follows:

Comparison table of the proposed amendments to the Articles

No.	Existing Articles	Proposed amendments to the Articles
1.	First paragraph of Article 1: This Company is a joint stock limited company established in accordance with the Insurance Law of the People’s Republic of China (the “Insurance Law”), the Company Law of the People’s Republic of China (the “Company Law”), the State Council Special Provisions on Companies Limited by Shares Issuing Shares and Seeking a Listing Outside the People’s Republic of China (the “Special Provisions”) and other relevant PRC laws and regulations.	First paragraph of Article 1: Ping An Insurance (Group) Company of China, Ltd (the “Company”) is a company limited by shares established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Insurance Law of the People’s Republic of China (the “Insurance Law”), the State Council Special Provisions on Companies Limited by Shares Issuing Shares and Seeking a Listing Outside the People’s Republic of China (the “Special Provisions”) and other relevant PRC laws and regulations.
2.	Article 3: ... Telephone: (0755) 82262888	Article 3: ... Telephone: 4008866338

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
3.	<p>Article 7: The Company has independent legal person properties and enjoys legal person property rights. The Company shall be liable for its debts to the extent of all its assets. The shareholders shall be liable towards the Company to the extent of subscription of their respective shareholdings.</p>	<p>Article 7: The Company has independent legal person properties and enjoys legal person property rights. All the share capital of the Company shall be divided into stocks of equal value. The shareholders shall be liable towards the Company to the extent of subscription of their respective shareholdings. The Company shall be liable for its debts to the extent of all its assets.</p>
4.	<p>Article 8: The Company as an insurance group company manages the subsidiaries controlled by the Company unitedly from the aspects of strategy, personnel, finance, information, products, channel, fund, investment, foreign affairs, cultural brand and training, etc. and conducts other financial businesses in accordance with the PRC law.</p>	<p>Article 8: The Company as an insurance group company manages and supervises its controlled subsidiaries via its shareholding interests and conducts other financial businesses in accordance with the applicable laws.</p>
5.	<p>Article 9: This Articles of Association of the Company shall become effective on the day on which the following conditions have been fulfilled: (i) approved by the Extraordinary Shareholders' General Meeting, (ii) approved by the PRC authorizations, and (iii) listing on the Stock Exchange of Hong Kong Limited (the "HKSE"), and shall renew the registration in SAIC. From the effective date, this Article of Association substitutes the former.</p>	<p>Consolidate Articles 9 and 10 into new Article 9: The Company has made amendments to the original Articles of Association of the Company (the "Original Articles of Association") and enacted these new Articles of Association of the Company (these "Articles of Association") in accordance with the Company Law, Securities Law and other relevant laws and administrative regulations of the PRC.</p>

No. Existing Articles

Proposed amendments to the Articles

The Articles of Association of the Company shall be a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and the shareholders and among shareholders from the date on which they become effective.

Article 10:

The Articles of Association of the Company shall be binding upon the Company and its shareholders, directors, supervisors, CEO, COO and other senior management staff. All the above persons may make claims about rights and obligations related to Company matters in accordance with the Articles of Association.

Shareholders may sue the Company in accordance with the Articles of Association of the Company. The Company may sue shareholders in accordance with its Articles of Association. Shareholders may sue shareholders in accordance with the Articles of Association of the Company. Shareholders may sue directors, supervisors, CEO, COO and other senior management staff of the Company in accordance with the Articles of Association of the Company.

For the purposes of the above paragraph, the term “sue” shall include the initiation of proceedings in a court or the application of arbitration to an arbitration organization.

Following the approval obtained from the special resolution passed at the 2004 first extraordinary shareholders’ general meeting on March 9, 2004 and the approval obtained from the authorized approval department by the State Council, the Original Articles of Association took effect on June 24, 2004 when the Company was first listed its foreign shares on The Stock Exchange of Hong Kong Limited (the “HKSE”). A resolution to amend the Original Articles of Association was passed at the 2006 shareholders’ annual general meeting held on May 25, 2006. The CIRC approved such amendment of the Original Articles of Association on June 15, 2006 pursuant to approval document [2006] No 621.

These Articles of Association shall upon approvals by shareholders in a general meeting by way of a special resolution and by authorized approval department by the State Council, become effective on the day the domestic shares of the Company are listed on the Shanghai Stock Exchange.

These Articles of Association shall be a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and the shareholders and among shareholders from the date on which they become effective. These Articles of Association shall be binding upon the Company and its shareholders, directors, supervisors, and other senior management staff. All the above persons may make claims about rights and obligations related to Company matters in accordance with these Articles of Association.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles

Proposed amendments to the Articles

Without prejudice to the Chapter 21 of these Articles of Association, shareholders may sue the Company in accordance with these Articles of Association. Shareholders may sue shareholders in accordance with these Articles of Association of the Company. Shareholders may sue directors, supervisors and other senior management staff of the Company in accordance with these Articles of Association. The Company may sue directors, supervisors and other senior management staff of the Company in accordance with these Articles of Association.

For the purposes of the above paragraph, the term “sue” shall include the initiation of proceedings in a court or the application of arbitration to an arbitration organization.

6. First paragraph of Article 11:
In the Articles of Association of the Company, the term “the senior management staff” shall include chairman of the board, vice chairman of the board, secretary of the board, CEO, COO, CFO and the chief executive of the executive committee.

First paragraph of Article 10:
References to “senior management” in these Articles of Association shall include the chairman of the board of directors, the secretary of the board of directors, the CEO, COO, CFO and the vice president and vice general manager of the executive committee of the board of directors.

7. Article 12:
The Company can invest in other limited company, companies limited by shares, and bear the responsibility within its investment volume.

Article 11:
The Company may in accordance with applicable laws invest in other limited or joint stock companies and bear responsibility for such investment of up to such capital investment.

8.

Original Articles 13, 14 and 15 be renumbered as Articles 12, 13 and 14.

No. Existing Articles	Proposed amendments to the Articles
9. 10. Second paragraph of Article 18: Except provided otherwise, the “non-foreign investment shares listed outside the PRC” shall be treated as the same class with the domestic investment shares.	Insert new Article 15: The issue of the shares of the Company shall be based on the principle of openness, fairness and justice. Each share of the same class shall have equal rights. Shares of the same class issued at the same time shall be issued under the same condition and at the same price. Shares subscribed by any unit or individual shall be paid for at the same consideration.
11. First paragraph of Article 19: Following approval by the approving department authorized by the State Council, the total amount of ordinary shares of the Company is 6,195,053,334. The number of shares issued to the promoters at the time of reorganization of the Company into a joint-stock company on January 16, 1997 is 2,191,610,986, representing 35.38% of the total number of ordinary shares issued by the Company. On June 24, 2004 during the Company’s first overseas offer of H shares and listing, as a result of the disposal of state-owned shares, 72,955,249 shares of the promoter shares were converted into H shares. Details of the Company’s promoter shares are listed out in the appendix.	First paragraph of Article 19: Following the approval by the approving department authorized by the State Council, the total amount of issued ordinary shares of the Company was 6,195,053,334 at the Company’s first overseas offer of foreign shares (the “H shares”) and the successful listing on the HKSE on June 24, 2004. The number of shares issued to the promoters at the time of reorganization of the Company into a joint-stock company on January 16, 1997 was 2,191,610,986, representing 35.38% of the total number of ordinary shares issued by the Company. On June 24, 2004 during the Company’s first overseas offer of H shares and listing, as a result of the disposal of state-owned shares, 72,955,249 shares of the promoter shares were converted into H shares. Details of the Company’s promoter shares are listed out in the appendix.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
12.	<p>Article 20: After the issue, the composition of the Company's share capital shall be: 6,195,053,334 shares, comprising 3,636,409,636 domestic shares representing 58.70% of the total number of ordinary shares in issue and 2,558,643,698 H shares (including 1,170,751,698 H shares converted from shares held by foreign entities) representing 41.30% of the total number of ordinary shares of the Company in issue.</p>	<p>Article 20: After the first overseas offer of H shares and listing, the composition of the Company's share capital was: 6,195,053,334 ordinary shares, comprising 3,636,409,636 domestic shares representing 58.70% of the total number of ordinary shares in issue and 2,558,643,698 H shares (including 1,170,751,698 H shares converted from shares held by foreign entities) representing 41.30% of the total number of ordinary shares of the Company in issue.</p>
13.		<p>Insert new Article 21: After the overseas offer of H shares and the approval having been obtained for the initial public offering in the PRC of [●] domestic shares, the composition of the Company's share capital as at date of the completion of the initial public offering in the PRC shall be: [●] ordinary shares, comprising [●] domestic shares representing [●]% of the total number of ordinary shares in issue and [●] H shares representing [●]% of the total number of ordinary shares of the Company in issue.</p>
14.		<p>Original Articles 21 and 22 be renumbered as Articles 22 and 23.</p>
15.	<p>Article 23: The registered capital of the Company is RMB6,195,053,334.</p>	<p>Article 24: The registered capital of the Company is RMB[●]. (Adjusted according to the actual initial public offering in the PRC)</p>
16.	<p>Second paragraph of Article 24: (1) Offer of new shares to non-specific investors (including issue and sell shares to the public and the strategic investors);</p>	<p>Second paragraph of Article 25: (1) To issue new shares to non-specified persons (including to issue new shares to the general public and strategic investors);</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
17.	Original Article 25 to be renumbered as Article 26.
18.	Insert new Article 27: The Company shall not accept any shares of the Company as the subject matter of a pledge.
19.	Insert new Article 28: The promoters' shares of the Company shall not be transferred within one year from the date of the establishment of the Company as a company limited by shares. The transfer of the shares of the Company issued before the initial public offering of domestic shares (A shares) shall be conducted in accordance with the laws, administrative measures, regulations and the applicable listing rules.
20.	Insert new Article 29: The directors, supervisors, senior management staff of the Company shall regularly declare the number of shares of the Company held by them and the relevant changes. The transfer of the shares of the Company held by the above officers shall be conducted in accordance with the laws, administrative measures, regulations and the applicable listing rules,

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
21.	<p data-bbox="696 207 967 237">Insert new Article 30:</p> <p data-bbox="696 247 1217 762">The proceeds gained by the Company's directors, supervisors, senior management and shareholders holding more than 5% of the Company's shares from a disposal of shares within six months of its purchase or purchase within six months of its disposal shall belong to the Company, and shall be reclaimed by the board of directors of the Company. Securities companies which, pursuant to their underwriting obligations, acquired excess shares of over 5% of the Company's shares shall not be subject to the six months' restriction in their disposal of such shares.</p> <p data-bbox="696 808 1217 1096">If the board of directors of the Company fails to carry out in accordance with the above provision, the shareholders shall be entitled to demand the board of directors to carry out within 30 days, failing which the shareholders shall be entitled to exercise their rights to enforce such execution for the benefit of the Company.</p> <p data-bbox="696 1143 1217 1318">If the board of directors of the Company fails to execute in accordance with the first paragraph of this Article, those directors who are responsible for such execution shall bear joint liability.</p>
22.	<p data-bbox="696 1366 1217 1433">Original Article 26 be renumbered as Article 31.</p>
23. Article 27: All the issuance and transfer of foreign shares listed outside the PRC shall be registered in the register of shareholders maintained outside the PRC pursuant to Article 42.	<p data-bbox="696 1479 832 1509">Article 32:</p> <p data-bbox="696 1520 1217 1844">All the issuance and transfer of foreign shares listed outside the PRC shall be registered in the register of shareholders maintained outside the PRC pursuant to Article 47. The domestic shares of Company shall be centrally entrusted to the Shanghai branch of China Securities Registration and Clearing Limited Company.</p>

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No. Existing Articles	Proposed amendments to the Articles
24.	Original Articles 28 and 29 be renumbered as Articles 33 and 34.
25. Second paragraph of Article 30: The Company shall ... within 30 days since the date of receiving a written notice or within 90 days since the date of the first public announcement for those who have not received a written notice... pay off its debts in full or to provide a corresponding guarantee for repayment.	Second paragraph of Article 35: The Company shall ... within 30 days since the date of receiving a written notice or within 45 days since the date of the first public announcement for those who have not received a written notice. ... pay off its debts in full or to provide a corresponding guarantee for repayment.
26. First paragraph of Article 31: The Company may, in the following circumstances, buy back its own issued and outstanding shares following the adoption of a pertinent resolution in accordance with the procedures provided for in its Articles of Association, and submission to and approval by the relevant State authorities:	First paragraph of Article 36: The Company may, in the following circumstances, buy back its own issued and outstanding shares in accordance with the procedures provided for in laws, administrative measures, departmental regulations and these Articles of Association, and submit for approval by the relevant State authorities: Insert two items in the first paragraph: (3) Award shares to the staff of the Company; (4) Request the Company to buy back shares held by shareholders disputing resolutions passed during shareholders' general meeting in relation to the mergers and divisions of the Company; Insert second paragraph: The Company shall not conduct any activities to buy-back shares other than in the above circumstances.

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No. Existing Articles

Proposed amendments to the Articles

Amend the third paragraph:

When the Company is to buy back shares because of the circumstances (1) to (3) set out above, prior approval shall be obtained in shareholders' general meeting. Under the circumstance set out in (1), the shares shall be cancelled within ten (10) days of buy-back; Under the circumstances set out in (2), (4), the shares shall be transferred or cancelled within six (6) months of buy-back. Not more than 5% of the total issued share capital of the Company shall be bought back by the Company under the circumstance set out in (3); The capital used to buy back shares shall be out of the after tax profit. The buy back shares shall be transferred to the staff within one year from the date of buy back.

27. Original Article 32 be renumbered as Article 37 and to insert new shareholdings to paragraph 2:
(4) any other methods approved by the CSRC.
28. Original Article 33 be renumbered as Article 38.
29. First paragraph of Article 34:
After the Company has bought back its shares according to law, it shall cancel the portion of shares concerned within ten (10) days since the day end of buy-back (or a shorter period prescribed by laws and administrative regulations) and shall apply to the State Administration for Industry and Commerce for registration of the change in registered capital.
- First paragraph of Article 39:
After the Company has bought back its shares according to law, it shall cancel or transfer the portion of shares concerned in accordance with the regulations of the law or these Articles of Association and shall apply to the State Administration for Industry and Commerce for registration of the change in registered capital following cancellation.
30. Original Article 35 be renumbered as Article 40.

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No.	Existing Articles	Proposed amendments to the Articles
31.	<p data-bbox="151 207 671 520">Article 36: The Company or its subsidiaries shall not at any time in any manner provide financial assistance to anyone purchasing or proposing to purchase the Company's shares including persons becoming directly or indirectly liable as a result of the purchase of shares.</p> <p data-bbox="151 566 671 758">The Company and its subsidiaries shall not at any time in any manner provide financial assistance for the purpose of reducing or relieving the aforementioned persons of their liability.</p> <p data-bbox="151 808 671 878">This Article shall not be applicable to circumstances as stated in Article 38.</p>	<p data-bbox="696 207 1215 556">Article 41: The Company or its subsidiaries (including associated companies of the Company) shall not at any time in any manner provide financial assistance to anyone purchasing or proposing to purchase the Company's shares, including persons becoming directly or indirectly liable as a result of the purchase of shares.</p> <p data-bbox="696 606 1215 838">The Company and its subsidiaries (including associated companies of the Company) shall not at any time in any manner provide financial assistance for the purpose of reducing or relieving the aforementioned persons of their liability.</p> <p data-bbox="696 889 1215 959">This Article shall not be applicable to circumstances as stated in Article 43.</p>
32.		Original Article 37 be renumbered as Article 42.
33.	<p data-bbox="151 1118 671 1272">Article 38: The following activities should not be regarded as restricted activities under Article 36:</p>	<p data-bbox="696 1118 1215 1272">Article 43: The following activities should not be regarded as restricted activities under Article 41:</p>
34.		Original Article 39 be renumbered as Article 44.

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No.	Existing Articles	Proposed amendments to the Articles
35.	Article 40: Share certificates shall be signed by the chairman of the board of directors. Where the signatures of other senior management staff of the Company are required by the securities exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior management staff. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The share certificates shall only be sealed with the Company's seal under the authorization of the board of directors. The signature of the chairman of the board of directors or of other senior management staff on the share certificates may also be in printed form.	Article 45: Share certificates shall be signed by the chairman of the board of directors. Where the stock exchange where the Company's shares are listed requires signature by senior management, shall be signed by the responsible senior management. Share certificates take effect upon affixing of the Company's seal or a seal imprinted thereon. The affixing of the Company's seal on share certificates shall be authorized by a resolution of the Board. The chairman of the Board or responsible senior management may sign on the certificate or use printed form.
36.		Original Articles 41 to 46 be renumbered as Articles 46 to 51.
37.	Article 47: When the Company is to convene a shareholders' general meeting, distribute dividends, be liquidated or to carry out other acts requiring confirmation of equity interests, the board of directors shall decide a date for determination of equity interests. Shareholders whose names appear on the register at the end of that day shall be the shareholders of the Company.	Article 52: Where the Company convenes a shareholders' general meeting, distribute dividends, liquidation or other matters requiring confirmation of equity interests, this should be fixed by the board of directors or the person convening the shareholders' general meeting as the record date. Shareholders registered on the register of members following close of trading on the record date shall be entitled to those rights.
38.		Original Articles 48 to 51 be renumbered as Articles 53 to 56.

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No. Existing Articles	Proposed amendments to the Articles
39. First paragraph of Article 52: The Company's shareholders are persons that lawfully hold shares of the Company and whose names are entered in the register of shareholders.	First paragraph of Article 57: Persons on the Company's register of members shall be deemed to be the Company's lawful shareholders.
40. First paragraph of Article 53: (2) Participate or to appoint proxies to participate in shareholders' meetings and exercise voting rights; (4) Transfer shares in accordance with laws, administrative regulations and the Company's Articles of Association; Sub-paragraph (5)(f): The minutes of shareholders' meetings Sub-paragraph (7): Other rights conferred by laws, administrative regulations and the Company's Articles of Association	First paragraph of Article 58: (2) in accordance with laws request, convene, hold, participate or authorize proxies to attend shareholders' meeting, and to exercise voting rights accordingly; (4) in accordance with laws, administrative regulations and these Articles of Association, transfer, gift or encumber shares held by it; Sub-paragraph (5)(f): Minutes of shareholders' meetings, board resolutions and supervisors resolutions, receipts of the Company's loan notes, financial reports; Insert sub-paragraph (7): Shareholders against the mergers or divisions of the Company tabled at shareholders' meeting, to request the Company to buy back its shares; Original sub-paragraph (7) be renumbered as sub-paragraph (8), and amended to read: Other rights granted by laws, administrative regulations, departmental rules and these Articles of Association.
41.	Original Article 54 be renumbered as Article 59.

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No.	Existing Articles	Proposed amendments to the Articles
42.	Article 55: If the resolutions of shareholders' meeting, board of directors violate any laws, regulations or infringe the legitimate rights and interests of shareholders, Shareholders have the right to settle the dispute according to the process set forth in Article 231.	Article 60: Where contents of resolutions of shareholders' in general meeting and Board meetings, or its convention procedures, manner of voting is in contravention of laws, administrative regulations and these Articles of Association, shareholders have the right to resolve matters according to related procedures provided in the relevant laws, administrative regulations and these Articles of Association.
43.		Insert Article 61: Directors, supervisors, senior management infringing laws, administrative regulations while executing their duties or these Articles of Association resulting in losses to the Company or other persons infringing on the legal rights of the Company resulting in losses suffered by the Company, shareholders have the right to resolve matters according to related procedures provided in the relevant laws, administrative regulations and these Articles of Association.
44.		Insert Article 62: Where shareholders' legal rights are infringed by directors or senior management, they shall have the right to request cessation of infringement and payment of damages in accordance with the relevant laws, administrative regulations and these Articles of Association.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
45.	<p>First paragraph of Article 56:</p> <p>(1) To abide by the Articles of Association of the Company and the resolutions of shareholders' meeting, safeguard company's prestige, support the development of company's business;</p> <p>...</p> <p>(5) The legal person entity which is a shareholder holding share of company (except such shareholder of the Company which is a recognized clearing house under Hong Kong law or its nominee (the "Recognized Clearing House"))</p> <p>Third paragraph:</p> <p>Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed to by the subscriber of the relevant shares on subscription.</p>	<p>First paragraph of Article 63:</p> <p>(1) abide by the relevant laws, administrative regulations and these Articles of Association; protect the Company's reputation and support the Company's business development;</p> <p>Insert sub-paragraph (4):</p> <p>Not to abuse rights afforded to shareholders' and harm the Company or interests of other shareholders; not to abuse the Company's separate legal existence or the limited liability of shareholders to violate the rights of the Company's creditors;</p> <p>Shareholders abusing shareholders' rights resulting in damage to the Company or other shareholders shall bear compensation responsibility in accordance with laws;</p> <p>Shareholders abusing the Company's separate legal existence and the limited liability of shareholders, avoiding debt, resulting in serious damage to the Company's relationships with its creditors, shall bear joint responsibility for the Company's debt;</p> <p>Original sub-paragraph (5) be renumbered as (6):</p> <p>Persons holding the Company's foreign shares have the right (other than approved clearing houses or other representations ("Clearing")).</p> <p>Paragraph (3):</p> <p>Other than the conditions agreed to by ordinary shareholders at the time of subscription, ordinary shareholders shall not be subject to additional conditions unilaterally imposed thereafter.</p>

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No.	Existing Articles	Proposed amendments to the Articles
46.	First paragraph of Article 57: Shareholders holding more than 5% of shares ... shall ... report to the Company within 3 working days from this fact takes place.	First paragraph of Article 64: Shareholders holding 5% or more of the Company's shares ... shall ... report to the Company on the same day of this fact taking place.
47.		Insert Article 65: The Company's controlling shareholder (as defined in Article 67), de facto controller (as defined in Article 68) shall not make use of its connected relationship to harm the Company's interests. Shareholder contravening regulations resulting in the Company suffering losses shall compensate the Company. The Company's controlling shareholder and de factor controller owes a duty of honour to the Company and the Company's other shareholders. The controlling shareholder must strictly comply the laws in exercising its rights as capital contributor. Controlling shareholders must not use distribution of dividends, reorganization of construction, external investment, raising capital, loans and guarantee etc. to harm the Company's and other shareholders' legal rights, and shall not use the position commanded by it to harm the Company or other shareholders.
48.	First paragraph of Article 58: In addition to obligations imposed by law, administrative regulations or the listing rules of the securities exchange(s) on which the shares of Company are listed, controlling shareholders (as defined in the following Article) may not, in the exercise of their shareholders' powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:	First paragraph of Article 66: In addition to obligations imposed by law, administrative regulations or the listing rules of the securities exchange(s) on which the shares of Company are listed, controlling shareholders may not, in the exercise of their shareholders' powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:

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No.	Existing Articles	Proposed amendments to the Articles
49.	First paragraph of Article 59: ... (2) That person, where acting alone or in concert with other parties, can exercise or control the exercise of 30 percent or more of the Company's voting rights; (3) That person, where acting alone or in concert with other parties, holds 30 percent or more of the issued and outstanding shares of the Company;	First paragraph of Article 67: ... (2) That person, where acting alone or in concert with other parties, can exercise or control the exercise of over 30% of the Company's voting rights; (3) That person, where acting alone or in concert with other parties, holds over 30% of the issued shares of the Company;
50.		Insert Article 68: Reference to de facto controller above shall mean individuals not being shareholders but, via investment relationships, agreements or other arrangements, can actually control the activities of the Company.
51.		Article 60 be renumbered as Article 69.

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No.	Existing Articles	Proposed amendments to the Articles
52.	First paragraph of Article 61: ...	First paragraph of Article 70: ...
	(13) Consider proposals raised by shareholders representing 3 percent or more of the Company's voting shares;	(13) to consider proposals raised by shareholder(s), individually or collectively representing over 3% of the Company's voting shares;
	(14) Other matters that laws, administrative regulations and the Company's Articles of Association require to be resolved by the shareholders' general meeting.	Insert the following sub-paragraphs (14) to (17): (14) to consider matters relating to the Company's transaction of purchase or sell of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company; (15) to consider and approve matters relating to the changes in the use of proceeds from share offerings; (16) to consider share incentives schemes; (17) to consider and approve the following external guarantees of the Company: 1. any external guarantee to be given by the Company and its controlled subsidiaries, the total amount of which reaches or exceeds 50% of its latest audited net assets; 2. any external guarantee to be given by the Company, the total amount of which reaches or exceeds 30% of its latest audited total assets; 3. any guarantee to be given to a company whose gearing ratio exceeds 70%; 4. any single guarantee whose amount exceeds 10% of its latest audited net assets; 5. any guarantee to be given to the shareholders, de facto controller and their associates.

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No. Existing Articles

Proposed amendments to the Articles

Sub-paragraph (14) be renumbered as sub-paragraph (18) and amended to read:

(18) any other matters that shall be resolved by the shareholders in general meeting as required by laws, administrative regulations, departmental rules, listing rules or these Articles of Association.

53. Article 62:

Without the prior approval of the shareholders' general meeting, the Company may not conclude any contract with any person other than a director, a supervisor, CEO or other senior management staff of the Company for the delegation of the whole business management or important business management of the Company to that person.

Article 71:

Unless the Company is in danger or other special circumstances, the Company shall not, without shareholders approval by way of a special resolution, enter into agreements with persons other than directors, supervisors or senior management granting that person responsibility for the management of all or part of the Company's material business.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
54.	<p data-bbox="151 207 671 385">Second paragraph of Article 63: The board of directors shall convene an extraordinary shareholders' meeting within two months after the occurrence of any of the following circumstances:</p> <p data-bbox="151 431 177 451">...</p> <p data-bbox="151 491 671 596">(2) The unrecovered losses of the Company amount to one-third of the total share capital of the Company;</p> <p data-bbox="151 633 671 772">(3) Shareholders holding 10 percent or more of the Company's voting shares require in writing an extraordinary shareholders' meeting to be convened;</p> <p data-bbox="151 808 671 913">(4) The board of directors considers that there is a need or the board of Supervisors proposes a meeting;</p> <p data-bbox="151 949 671 1018">(5) As requested by two or more of the independent directors.</p>	<p data-bbox="696 207 1218 385">Second paragraph of Article 72: The Company shall upon the happening of any of the following events convene an extraordinary shareholders meeting within 2 months:</p> <p data-bbox="696 431 722 451">...</p> <p data-bbox="696 491 1218 596">(2) The unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p> <p data-bbox="696 633 1218 737">(3) Upon request by shareholder(s) individually or collectively holding more than 10% of the Company's shares;</p> <p data-bbox="696 774 1218 878">(4) It is deemed necessary by the board or it is proposed by the supervisory committee;</p> <p data-bbox="696 915 1218 983">(5) As proposed by two or more of the independent directors.</p> <p data-bbox="696 1020 1005 1056">Insert sub-paragraph (6):</p> <p data-bbox="696 1092 1218 1231">(6) Any other circumstances required by the laws, administrative regulations, departmental rules or these Articles of Association.</p>
55.		<p data-bbox="696 1276 909 1312">Insert Article 73:</p> <p data-bbox="696 1316 1218 1764">The Company shall arrange for the venue for a physical meeting to be held. Where the legality and validity of the shareholders' general meeting is ensured, shareholders may be inconvenienced to attend the meeting by the Company making available other modern modes of communication technology, including adopting safe, economical, convenient voting platforms via the internet. Shareholders participating using the above means shall be considered as present at the meeting.</p>
56.		<p data-bbox="696 1808 1218 1874">Original Article 64 be renumbered as Article 74.</p>

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No.	Existing Articles	Proposed amendments to the Articles
57.	<p>Article 65: When the Company is to hold a general meeting, shareholders holding 3 percent or more of the total number of the Company's voting shares shall be entitled to propose new proposals in writing to the Company. Proposal Matters raised in the proposals which are within the scope of the duties of the shareholders' general meeting shall be listed in the meeting agenda.</p>	<p>Article 75: When the shareholders' general meeting is held, the board of directors, the supervisory committee and the shareholders individually or collectively holding more than 3% 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>The shareholders individually or collectively holding more than 3% of the Company's shares may submit in writing an interim proposal to the convener 10 days before the date of the convening of the shareholders' general meeting. The convener shall serve a supplementary notice within 2 days upon receipt of the interim proposal to announce the content of the interim proposal.</p> <p>Except for the above provision, the convener may not change the agenda set out in the notice of the shareholders' general meeting or add new proposal after the notice of the shareholders' meeting has been served.</p> <p>The proposals that have not been set out in the notice of the shareholders' general meeting or that are not in line with Article 76, shall not be voted or resolved on at the shareholders' meeting.</p>
58.		Original Article 66 be renumbered as Article 76.
59.		Consolidate original Articles 67 and 68 into Article 77.
60.		Original Articles 69 and 70 be renumbered as Articles 78 and 79.

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No. Existing Articles	Proposed amendments to the Articles
<p data-bbox="70 209 516 241">61. First paragraph of Article 71:</p> <p data-bbox="151 294 181 318">...</p> <p data-bbox="151 354 671 782">(7) It shall disclose the nature and extent of conflict of interests, if any, of any director, supervisor, CEO, COO and other senior management in any matter to be discussed; and provide an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, CEO, COO and other senior management in his capacity as shareholder and the way in which such matter would affect other shareholders of the same category;</p>	<p data-bbox="696 209 1061 241">First paragraph of Article 80:</p> <p data-bbox="696 294 726 318">...</p> <p data-bbox="696 354 1215 782">(7) It shall disclose the nature and extent of material conflict of interests, if any, of any director, supervisor or senior management in any matter to be discussed; and provide an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor and senior management in his capacity as shareholder and the way in which such matter would affect other shareholders of the same category;</p> <p data-bbox="696 828 1215 1110">Insert Article 81: 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 data-bbox="696 1151 1215 1251">(1) personal particulars, including educational background, working experiences, and concurrent positions;</p> <p data-bbox="696 1292 1215 1393">(2) whether he has any affiliation with the Company, its controlled shareholders and de facto controllers;</p> <p data-bbox="696 1433 1215 1503">(3) disclosure of the holding of the amount of shares of the Company; and</p> <p data-bbox="696 1544 1215 1685">(4) whether he has been subjected to the punishment by the CSRC or any other relevant authorities or reprimand of the stock exchange.</p> <p data-bbox="696 1725 1215 1820">The nomination of each director and supervisor shall be by way of a separate resolution.</p>

No.	Existing Articles	Proposed amendments to the Articles
63.	<p>First paragraph of Article 72: The notice of a shareholder’s general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by assigned persons or pre-paid mail to the recipient’s address shown in the register of shareholders. For holders of domestic shares, the notice of a shareholders’ general meeting may also be given by public announcement.</p>	<p>First paragraph of Article 82: The notice of a shareholder’s general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by assigned persons or pre-paid mail to the recipient’s address shown in the register of shareholders (unless otherwise required by these Articles of Association). For holders of domestic shares, the notice of a shareholders’ general meeting may also be given by public announcement.</p>
64.	<p>Article 73: The notice, information or explanatory statement that the Company sends to holders of foreign shares listed outside the PRC shall be sent to every holder of foreign investment share listed outside the PRC by assigned persons or by mail and according to the registered address of every holders of foreign shares listed outside the PRC. For the holder of foreign investment shares listed outside the PRC which are listed in Hong Kong, the notice shall, if possible, be posted in Hong Kong.</p>	<p>Article 83: The notice of general meeting, information or explanatory statement that the Company sends to holders of foreign shares listed outside the PRC shall be sent to every holder of foreign shares listed outside the PRC by assigned persons or by mail and according to the registered address of every holders of foreign shares listed outside the PRC. For the holder of H shares listed outside the PRC which are listed in Hong Kong, the notice shall, if possible, be posted in Hong Kong.</p>
65.	<p>Article 74: Upon the delivery of the notice of a shareholders’ general meeting, the board of directors shall not change the time set for the meeting to be held, unless there is a Force Majeure event or other accidental occurred. If the time of the shareholders’ general meeting is actually necessary to be changed due to a Force Majeure event, the register date of shareholders’ shall not be changed therefore.</p>	<p>Article 84: Upon the delivery of the notice of a shareholders’ general meeting, the board of directors shall not delay or cancel the meeting to be held, unless there is a proper reason; motions stated in the notice of general meetings shall not be cancelled. Where the shareholders’ general meeting is to be delayed or cancelled, the convener shall announce reasons therefor not less than 2 working days prior to the original date of the meeting, the register date of shareholders’ shall not be changed therefore.</p>

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No. Existing Articles	Proposed amendments to the Articles
66.	Original Article 75 and Article 201 are repetitive and shall be combined and be renumbered as Article 228.
67.	Insert Article 85: The board of directors and other convener shall take necessary measures to ensure the proper order of the shareholders' general meeting. The Company shall take actions to stop anyone from interrupting the meeting, making trouble or infringing the lawful interests of other shareholders and refer the case to relevant authorities for further handling in time.
68. Article 76: Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his proxies to attend and vote on his behalf. Such proxy may exercise the following rights according to his entrustment by the shareholder:	First paragraph of Article 86: All the shareholders appearing on the register of shareholders on the shareholding record date or their proxy are entitled to attend the shareholders' general meeting and to exercise their voting right according to the relevant laws, regulations and these Articles of Association.
(1) The shareholder's right to speak at the shareholders' general meeting;	Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be a shareholder) as his proxy or proxies to attend and vote on his behalf. Such proxy may exercise the following rights according to his entrustment by the shareholder:
(2) The right to require by himself or in conjunction with others to make a resolution by voting; and	(1) The shareholder's right to speak at the shareholders' general meeting;
(3) The right to vote by raising hands or ballot, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by ballot.	(2) The casting of votes in exercising his right to vote.

No. Existing Articles	Proposed amendments to the Articles
<p>69. Article 77: Shareholder shall trust agent by written form, sign by client or the agent that trusts in written form, if the entrust people as legal person, shall put on legal person's seal or sign by their directors or formal agents or their personnel appointed. Vote agent trust deed shall state the following content clearly:</p> <p>(1) The name of the agent;</p> <p>(2) Whether have right to vote;</p> <p>(3) The concrete instruction about that whether have right to vote to the extraordinary proposal may included in shareholders' meeting of agenda, if have right to vote, shall exercise which kind of right;</p> <p>(4) Date of issuance of trust deed and validity;</p> <p>(5) The client signs (or stamps). If entrust people as legal person shareholder, shall put on legal person's seal or sign by their directors or formal agents or their personnel appointed.</p>	<p>Article 87: Shareholders shall appoint proxy in writing, signed by the person appointing or person authorised in writing. An instrument appointing a legal entity as proxy shall have applied to it its company chop or signed by its directors or duly authorized person or other authorized signatory. The form of proxy shall state the number of shares in respect of which the proxy shall act. Where multiple proxies are appointed, each instrument of proxy shall state the number of shares in respect of which the particular proxy shall act.</p>

No. Existing Articles

Proposed amendments to the Articles

70. Article 78:

The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting to which the voting right as appointed by the instrument relates or within 24 hours prior to the specified time of the vote. Where the instrument 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 voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

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. If Legal representative attend meeting, he shall show his own ID card and effective identification that can prove their legal representative's qualification (except in case of such entrusting party being a recognized clearing house under Hong Kong law or its nominees (the "Recognized Clearing House")); if agent attend meeting, agent shall show they own ID card, and (if entrusting party is a legal person but excluding a Recognized Clearing House) board of directors or other written power of attorney in accordance with the laws.

Article 88:

The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting to which the voting right as appointed by the instrument relates or within 24 hours prior to the specified time of the vote. Where the instrument 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 voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

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.

The deleted part to become Article 91.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles

Proposed amendments to the Articles

If a shareholder is a Recognized Clearing House, it may authorize a person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorized, the authorization instrument shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized shall be entitled to exercise the same powers on behalf of the Recognized Clearing House which he represents as if he were an individual shareholder of the Company.

71. Article 79:

Any form issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted during discussions at the meeting...

Article 89:

Any form of proxy instrument 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...

72.

Insert Article 90:

Individual shareholders attending in person shall produce identity documents or other valid documents or evidence, securities account card as proof of identity.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
73.	Insert Article 91: Proxies attending for individual shareholders shall produce identity documents and the instruments of proxies. Proxies attending for legal persons shareholders appointed by the legal representative of the legal person shall produce identity documents and the instruments of proxies 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 instruments of proxies signed by the board of directors or executive authority of the shareholder. Completed instruments of proxies shall be dated.
74. Article 80: Attend the meeting.....Shareholders' name, residence/address.....etc.	Article 92: Attend the meeting...Shareholders' name, identity card number, residence/address ...etc.
75.	Original Article 81 be renumbered as Article 93.
76.	Insert Article 94: The Company's directors, supervisors and secretary of the Board should attend the shareholders' meeting. Senior management should sit in at the shareholders' meeting.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles

Proposed amendments to the Articles

- 77.
- Insert Article 95:
The Company shall have a set of procedural rules for shareholders' meeting detailing the procedures regarding convening and voting at shareholders' meeting, including notice, registration, consideration of motions, casting of votes, counting of votes, announcement of voting results, mode of resolutions, preparation and signing of minutes, public announcement and principles as relates to authorisation.
- 78.
- Insert Article 96:
The board of directors and the supervisory committee should report to the shareholders at the shareholders' general meeting the work undertaken by them over the past year, and each independent director shall also report on the carrying out of their duties.
79. Second paragraph of Article 82:
Ordinary resolutions of the shareholders' general meeting shall be passed by exceeding half of the voting rights held by the shareholders (including proxies) present at the meeting.
- Second paragraph of Article 97:
Ordinary resolutions of the shareholders' general meeting shall be passed by more than half of the voting rights held by the shareholders (including proxies) present at the meeting.

No. Existing Articles	Proposed amendments to the Articles
<p>80. Article 84: Votes of the shareholders' general meeting shall be taken by a show of hands for resolutions, unless the following persons require voting by ballot before or after any vote by a show of hands for resolutions:</p> <p>(1) The chairman of the meeting;</p> <p>(2) At least two shareholders with voting rights or their proxies; or</p> <p>(3) One or several shareholders (including proxies) holding totally or separately 10 percent or more of the shares carrying the right to vote at the meeting.</p>	<p>Delete Articles 84, 85 and 87.</p> <p>Original Article 83 be renumbered as Article 100.</p> <p>Original Article 86 be renumbered as Article 101.</p>
<p>Unless somebody proposes voting by ballot, the chairman of the meeting shall declare whether the proposal has been adopted according to the results of the vote by a show of hands, and shall record the same in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against the resolution adopted at the meeting.</p>	
<p>The demand for a vote by ballot may be withdrawn by the person who made it.</p>	
<p>Article 85: If the matter demanded to be voted upon by ballot is the election of the chairman or the adjournment of the meeting, a ballot shall be taken immediately. If a ballot is demanded for any other matter, such ballot shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution passed at that meeting.</p>	

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
	Article 87: When the number of votes for and against a resolution is equal, whether the vote is taken by raising hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.	
81.		Original Article 88 be renumbered as Article 98.
82.	First paragraph of Article 89: ...	Original first paragraph of Article 99: ...
	(6) Other matters that, as resolved by way of an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and require adoption by way of a special resolution.	Insert sub-paragraph (6) and (7): (6) the acquisition or disposal by the Company of material assets or the granting of guarantees within a 12 month period with a value exceeding 30% of the latest audited assets value; (7) share incentive schemes; Original sub-paragraph (6) be renumbered a sub-paragraph (8) and amended to read: (8) other matters which are required by the laws, administrative regulations or these Articles of Association, and matters which, according to an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and should require adoption by way of a special resolution.

No. Existing Articles	Proposed amendments to the Articles
83.	<p data-bbox="696 207 1218 324">Original Article 83 be renumbered as Article 100 and to insert the following two paragraphs:</p> <p data-bbox="696 368 1218 600">(1) The Company’s shares held by the Company shall not carry voting rights. Such shares shall not be included in the total numbers of the voting rights represented by the shareholders attending the meeting.</p> <p data-bbox="696 645 1218 838">(2) The board of directors, independent directors and certain qualified shareholders of the Company may canvass the Company’s shareholders for votes at shareholders’ general meetings.</p>
84.	<p data-bbox="696 883 1218 953">Original Article 86 be renumbered as Article 101.</p>
85. Second paragraph of Article 90: Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution ... gross effective voting.	<p data-bbox="696 997 1108 1034">Second paragraph of Article 102:</p> <p data-bbox="696 1038 1218 1231">Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or to vote only for or only against any particular resolution ... gross effective voting.</p>
86.	<p data-bbox="696 1316 924 1352">Insert Article 103:</p> <p data-bbox="696 1356 1218 1824">The general meetings shall resolve on all motions included in the agenda separately. Where different motions for the same issue are proposed, such motions shall be voted on and resolved in the order of time in which they are proposed. Unless the shareholders’ general meeting is adjourned or no resolution can be made due to special reasons such as force majeure, voting of such proposals shall neither be put on hold nor voting by-passed at the shareholders’ general meeting.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
87.	<p>Insert Article 104: No amendment shall be made to a proposal when it is considered at a shareholders' general meeting. Otherwise, the relevant amendment shall be regarded as a new proposal and shall not be voted on at the shareholders' general meeting.</p>
88.	<p>Insert Article 105: The shareholders' general meeting shall vote by open ballot.</p>
89.	<p>Insert Article 106: An independent director shall have the right to propose to the board of directors for holding an extraordinary general meeting and should do so by written notice to the board of directors. With regard to the proposal made by the independent director for holding an extraordinary general meeting, the board of directors shall, in accordance with the laws, administrative rules, 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 5 days after the resolution is made by the board of directors. If the board of directors does not agree to hold the extraordinary general meeting, it shall give reasons and make an announcement in respect thereof.</p>

No. Existing Articles

Proposed amendments to the Articles

- 90.
- Insert Article 107:
- 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.
- If the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within 5 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 consent of the supervisory committee shall be obtained.
- If the board of directors does not agree to hold the extraordinary general meeting or fails to give a written reply within 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.

No. Existing Articles

Proposed amendments to the Articles

91. Article 91:
In the event that the supervisory committee or shareholders request to convene an extraordinary shareholders' meeting or a class shareholders' meeting, the following procedures shall be followed:

(1) The supervisory committee or shareholder(s), alone or jointly, holding 10 percent or more of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the board of directors to convene an extraordinary general meeting or a class shareholders' meeting. The board of directors shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting or class shareholders' meeting, as the case may be. The shareholdings referred to above shall be calculated as at the date of delivery of the written requisition(s).

(2) Where the board of directors fails to issue convene notice of meeting within thirty (30) days upon receipt of the above written request, the supervisory committee shall convene and host the meeting. Where the supervisory committee fails to issue convene notice of meeting within thirty (30) days thereafter, shareholders individually or collectively holding ten percent or more shares carrying voting rights on such proposed meeting for over ninety (90) consecutive days may convene meeting on their own accord within four (4) months upon the board of directors having received such request. The convening procedures shall as much as possible be equivalent to which the board of directors convenes the general meeting.

Article 108:
Shareholders shall comply with the following procedures when they propose to convene an extraordinary general meeting:

(1) Shareholders individually or collectively holding more than 10% of the Company's shares have the right to propose to the board of directors to convene an extraordinary general meeting, and require the board of directors to reply in writing within ten days upon the receipt of the request whether it agrees or not to convene the extraordinary general meeting according to the laws, administrative regulations and these Articles of Association of the Company;

(2) If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 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 consent of the relevant shareholders shall be obtained;

(3) If the board of directors does not agree to convene the extraordinary general meeting, or fails to give a written reply within ten 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;

(4) If the supervisory committee agrees to hold the extraordinary shareholders' general meeting, it shall serve a notice of such meeting within 5 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

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles

Proposed amendments to the Articles

All reasonable expenses incurred by the supervisory committee or the shareholder(s) who tendered the requisition in convening and holding the meeting as a result of the failure of the board of directors to duly convene the meeting shall be borne by the Company, and shall be set off against any sums owed to the directors and the supervisors in default by the Company.

(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 extraordinary general meeting, and the shareholders individually or collectively holding ten percent or more shares carrying voting rights on such proposed meeting for over ninety (90) consecutive days may convene an extraordinary meeting on their own accord.

Part of the deleted contents relating to the convening of an extraordinary general meeting by the supervisory committee to become Article 107.

92.

Insert Article 109:

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.

93. Article 92:

If number of the directors does not meet the legal minimum number according to the Company Law, or the unrecovered losses of the Company amount to one-third of the registered capital...

Article 110:

If the number of directors falls short of the minimum number required by the Company Law or the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital...

No. Existing Articles

Proposed amendments to the Articles

94. Article 95:
The general meeting shall be convened by the board of directors, and presided over by the chairman of the board. Where the chairman fails to attend the meeting by any reasons, the meeting shall be presided over by the vice-chairman designated by the chairman. Where the vice-chairman fails to attend the meeting, the meeting shall be presided over by a director who jointly elected by over half of the number of the directors.

Original Article 95 be renumbered as Article 111 and amended to read:
The general meeting shall be presided over by the chairman of the board who act as the chairman of the meetings. If the chairman is unable or has failed to perform his duties, the deputy chairman (in case the Company has two deputy chairmen, then the deputy chairman jointly elected by a simple majority of directors) shall preside over and act as the chairman of the meetings. In the event that the deputy chairman is unable or has failed to perform his duties, a director shall be jointly elected by a simple majority of directors to preside over and act as the chairman of the meetings.

Where the board of directors is unable or fails to perform its duties of convening the general meeting, the meeting shall be convened by the supervisory committee, and presided over by the chairman of supervisory committee. Where the chairman of supervisory committee fails to attend the meeting, the meeting shall be presided over by a supervisor who jointly elected by over half of the number of the supervisors.

A shareholders' general meeting convened by the supervisory committee itself shall be chaired and presided by the chairman of the supervisory committee. If the chairman of the supervisory committee cannot perform or fails to perform his duties, the majority of the supervisors shall jointly elect a supervisor to chair the meeting.

Where the supervisory committee fails to convene and preside over the general meeting, the meeting shall be convened by shareholders who individually or jointly representing ten (10) percent or more of the Company's voting rights for over ninety (90) days. The meeting shall be presided over by a person elected by shareholders presenting the meeting.

A shareholders' general meeting convened by the shareholders themselves shall be presided by a representative elected by the convener. If the convener cannot elect a chairman of the meeting, the shareholder attending the meeting that hold the most voting shares (including the proxy) shall be the chairman and preside the meeting.

Where the chairman of the general meeting is unable to be elected through above means, the meeting shall be presided over by shareholder (including shareholder's proxy) who representing the largest majority of voting rights.

When the shareholders' general meeting is held and the chairman of the meeting violates these Rules which makes it difficult for the shareholders' general meeting to continue, a person may elected at the shareholders' general meeting to act as the chairman of the meeting, subject to the approval of more than half of the shareholders having the voting rights who are present at the meeting.

Extraordinary general meeting may be conducted by voting via communications.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
95.	Insert Article 112: 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.
96.	Insert Article 113: 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.
97. Article 93: Nomination of candidates for directors and supervisors shall be as following: (2) candidates for supervisor represented by the Company staff shall be nominated by the labor's union;	Article 114: The measures and procedures to nominate directors and supervisors representing employees are as follows: Delete sub-paragraph (2)
98. Article 94: Except for involving business secrets of the Company which shall be disclosed, the board of directors and the supervisory committee shall make replies or explanation to the inquiries and suggestions of shareholders on the shareholders' general meeting.	Article 115: Except for involving business secrets of the Company which shall be disclosed, the board of directors, supervisors and the senior management staff shall make replies or explanation to the inquiries and suggestions of shareholders on the shareholders' general meeting.
99.	Original Articles 96, 97 and 98 be renumbered as Articles 116, 117 and 118.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles

Proposed amendments to the Articles

100. Article 99:

The Shareholders' meeting shall keep minutes, such minutes shall be signed by the directors and the recorder who attend meeting, and is kept as company's file by the secretary of the board of directors. The minutes shall be kept for five years.

The minutes of general meeting shall include the following matters:

- (1) The number of shares representative voting rights present at the meeting and the percentage of such shares accounting for of the total shares of the Company;
- (2) The date and place of the meeting;
- (3) The name of the chairman of the meeting and the agenda for the meeting;
- (4) The key points of each of the speakers to every matter examined;
- (5) The result of each matter which has been considered;
- (6) The inquiry opinions and suggestions of shareholders, the replies or explanations of the board of directors and the board of supervisors;
- (7) Other matters which the shareholders' general meeting deems and the Company's Articles of Association prescribes to be included in the minutes of meetings.

Article 119:

The Shareholders' general meeting shall keep minutes. Directors and 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.

A secretary of the board of directors shall be responsible for the minutes of shareholders' general meetings. The minutes shall set out the following:

- (1) the date, place and agenda of the meeting, and the name of the convener;
- (2) the name of the chairman of the meeting, and the directors, supervisors and other senior officers of the Company attending or present at the meeting;
- (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 shares shareholders (including by proxy) to the total number of shares of the Company;
- (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);
- (5) details of the inquiries or recommendations of the shareholders, and the corresponding response or explanations;
- (6) the name of the counting officer and scrutineer;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles

Proposed amendments to the Articles

(7) other matters which, according to the shareholders' general meeting and these Articles of Association, shall be recorded in the minutes of the meeting.

The deleted contents relating to the storage period of the minutes to become Article 121.

101. Article 100:

The minutes of meeting together with the shareholders attendance sheets and proxy forms shall be kept at the Company's domicile.

Article 120:

The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The minutes of the meeting, together with the shareholders' attendance sheets and proxy forms, other valid information relating to other modes of resolution shall be kept at the Company's premises. Minutes of meetings shall be kept for ten years.

102.

Delete Original Article 101.

103.

Insert Article 121:

The resolutions of the shareholders' general meeting shall be duly announced. In the event that a proposal in connection with the meeting has not been adopted or the resolutions of the preceding shareholders' general meeting have been changed at the current shareholders' general meeting, the board of directors shall specify the same in the announcement of the resolutions of the shareholders' general meeting.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
104.	Insert Article 122: Newly appointed directors, supervisors shall effectively take office at the date of the shareholders' general meeting which the proposals to appoint the directors and supervisors were passed.
105.	Insert Article 123: Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within 2 months upon conclusion of the shareholders' general meeting.
106.	Original Articles 102 to Articles 107 be renumbered as Articles 124 to Articles 129.
107. Third paragraph of Article 108: The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.	Third paragraph of Article 130: The quorum for a separate class shareholders meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.
108.	Original Articles 109 to 111 be renumbered as Articles 131 to 133.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
109.	<p>First paragraph of Article 112: Director... may serve consecutive terms if reelected upon the expiration of his term.</p> <p>Third paragraph: The chairman of the board and the vice chairman (or vice chairmen) of the board shall be elected from the directors ... be eligible for re-election.</p> <p>Fourth paragraph: Directors need not be shareholders.</p>	<p>First paragraph of Article 134: Director... may serve consecutive terms if reelected. The shareholders' general meeting shall not remove a director without due reason before the expiry of the director's term of office.</p> <p>Second paragraph be renumbered as Article 135.</p> <p>Insert third paragraph: The senior management staff can also be director, but the total number of directors who are also senior management staff shall not exceed one half of the total number of directors of the Company.</p> <p>Third paragraph be amended to read: The board shall have a chairman of the board and vice chairman of the board which positions shall be secured by directors of the board ... and shall be eligible for re-election.</p> <p>Fourth paragraph be amended to read: The directors are natural person and need not be shareholders.</p>
110.		Original paragraph (2) of Article 112 be renumbered as Article 135.
111.		Insert Article 136: The term of a director's office commences from the date of appointment and ends with the term of the current board of directors.
112.		Original Article 113 be renumbered as Article 137.

No.	Existing Articles	Proposed amendments to the Articles
113.	<p>First paragraph of Article 114:</p> <p>(6) To formulate plans for increasing or decreasing the registered capital of the Company and for issuing corporate bonds;</p> <p>(7) To draft plans for the merger, division or dissolution of the Company;</p> <p>(9) To hire or dismiss the CEO, hire or dismiss the secretary of board of directors, COO, CFO and other senior management staff such as chief executive committee members, and to decide on their remuneration;</p> <p>(12) Within the authorization of the shareholders' general meeting, to exercise the Company's rights of financing and mortgage of assets and other guarantee issues;</p> <p>Second paragraph:</p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in items (6), (7) and (11), which shall require the affirmative vote of more than two-thirds of the directors.</p>	<p>First paragraph of Article 138:</p> <p>(6) Formulate plans of increasing or decreasing the Company's registered capital, and issuing corporate bonds or other securities, and listing plans;</p> <p>(7) Draft the plans of important acquisition or acquisition of the shares of the Company or the plans of merger, division, dissolution and change of the formation, of the Company;</p> <p>(9) Appoint and remove the Company's senior management staff as nominated by the chairman of the board of directors and decide his remuneration and award and reprimand matters;</p> <p>Insert sub-paragraph (12):</p> <p>(12) Manage the issues in respect of the Company's information disclosure;</p> <p>The original sub-paragraph (12) be renumbered as sub-paragraph (13):</p> <p>(13) Decide on issues in respect of the material investment, acquisition or sale of assets, asset mortgage, external guarantee, entrusted financing, affiliated transactions, etc. as authorized by shareholders' general meetings;</p> <p>Second paragraph:</p> <p>All the above board resolutions shall be passed by over one half of the directors; provided that the resolutions covered in items 6, 7 and 11 and in relation to the granting of external guarantee shall be passed by over two-thirds of the directors.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles

Proposed amendments to the Articles

- 114.
- Insert Article 139:
The board of directors shall, in respect of external investment, acquisition or sale of assets, asset mortgage, external guarantee, entrusted financing and connected transactions, establish strict examination and decision making procedures. The board of directors shall organize relevant experts and professionals to examine and evaluate material investment projects and submit such projects to the shareholders' meeting for approval.
- The "material investment projects" referred to above shall mean an investment where any of the assets, consideration, profits, revenue or equity ratios as prescribed by the Listing Rules from time to time of which (the "5 ratios") is over 25%.
- Investment where all of the 5 ratios are below 25% shall be determined by the board of directors as authorized by the shareholders' meeting.
- 115.
- Original Article 117 be renumbered as Article 140.
- 116.
- Original Article 115 be renumbered as Article 141 and amended to read:
The board of directors shall make presentations to the shareholders' general meeting on the non-standard audit opinion produced by the certified accountants on the Company's financial reports.
117. Article 116:
- The board of directors shall prepare procedural rules for board meetings, as to ensure the working efficiency and wise decision-making of the board of directors.
- Article 142:
The board of directors shall prepare procedural rules for board meeting so as to ensure the working efficiency and scientific decision-making of the board of directors.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
118. Second paragraph of Article 118: If the chairman of the board is unable to perform his duties and powers, he may nominate a vice chairman of the board to exercise such duties and powers on his behalf.	Second paragraph of Article 143: The vice chairman of the Board shall assist the chairman of the board. Where the chairman of the board cannot or fails to perform his/her duties, the vice chairman of the board (where the Company has two vice chairmen, one appointed by one half or more of the directors) shall perform the same. Where the vice chairman of the board cannot or fails to perform his/her duties, the director appointed by one half or more of the directors shall convene or preside over the board meetings.
119. Sub-paragraph (5) of second paragraph of Article 119: proposed by shareholders holding ten percent or more (10%) of the shares with voting rights of the Company;	Sub-paragraph (5) of second paragraph of Article 144: proposed by the shareholders representing more than ten percent (10%) of the shares with voting rights of the Company;
120. Second paragraph of Article 120 Where the chairman is unable to perform his duties in those circumstances specified in paragraphs (2), (3), (4) and (5) under paragraph 2 of Article 119, he should designate a vice-chairman to convene the extraordinary board meeting on his behalf. Where the chairman fails to perform his duties for no reasons and fails to designate specific person to perform his duties on his behalf, the meeting shall be convened by the vice-chairman. Where the vice-chairman is unable or fails to perform his duties, a director being jointly elected by over half of the number of the directors shall convene the meeting.	Original Article 120 be renumbered as Article 143 and those deleted contents to become the second paragraph of Article 143.
121.	Article 121 and Article 122 be renumbered as Article 146 and Article 147 respectively.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
122.	Insert Article 148: A director who is associated with the enterprise concerned with the matters, which are to be resolved at the board meeting, shall not vote, on his own or other director(s)'s behalf, on such matters. Such board meeting may be held with more than one half of the non associated directors present and the resolutions thereof are to be passed by one half of the non associated directors. Where less than three non associated directors are present at the board meeting, such matters shall be submitted to the shareholders' general meeting for approval.
123.	Original Articles 123 and 124 be renumbered as Articles 149 and 150.
124. Second paragraph of Article 125: The minutes of board meeting shall be kept as archives of the Company by the secretary of the board of directors. The minutes of board meeting shall be kept for 5 years.	Second paragraph of Article 151: The minutes of board meeting shall be kept as archives of the Company by the secretary of the board of directors. The minutes of board meeting shall be kept for 10 years.
125. Second paragraph of Article 126: (5) The voting way and results for each motion, and the voting results shall state the number of count that object, agree or waive the right clearly.	Second paragraph of Article 152: (5) the voting methods and results for each motion, the voting results shall specify the respective number of assenting, dissenting votes.
126.	Original Article 127 be renumbered as Article 153, and insert one item in the first paragraph: (4) other people who are regulated by state law, administrative measures and these Articles of Association.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
127.	<p>Article 128: The Company shall set up an audit committee. The Audit committee shall report to the board of directors and responsible for the board of directors. The Audit committee shall act according to scope of official duty that board of directors determine at any time and have other responsibility and power that board of directors determine at any time.</p> <p>Audit committee shall be appointed from the board of directors from the director of the Company, and are composed of three to seven members.</p>	<p>Article 154: The audit committee, nomination committee and remuneration committee set up under the board of directors shall report to the board of directors.</p>
128.		<p>Original Articles 129 to 131 be renumbered as Articles 155 to 157.</p>
129.		<p>Original Article 132 be renumbered as Article 158.</p>
130.	<p>Third paragraph of Article 133: Where the chairman of the supervisory committee fails to perform his duties, a supervisor elected by over half of the number of the supervisors shall perform his duties on his behalf.</p>	<p>Third paragraph of Article 159: Where the chairman of the supervisory committee cannot perform or fails to perform his duties, a supervisor elected by over half of the number of the supervisors shall convene and preside the meeting of supervisor committee.</p>
131.	<p>Article 134: ... supervisors representing employees of the Company shall be elected and replaced by employees of the Company in democratic ways...</p>	<p>Article 160: ... the employee representatives shall be elected or dismissed democratically by employees representative meeting and other democratic ways...</p>
132.	<p>Article 135: The Company's directors, CEO and other senior management staff may not serve concurrently as supervisors.</p>	<p>Article 161: The Company's directors and other senior management staff may not serve concurrently as supervisors.</p>
133.		<p>Original Articles 136, 137 be renumbered as Articles 192, 193.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
134. Article 138: Meetings of the supervisory committee shall be held at least twice a year. The chairman of the supervisory committee shall be responsible for convening meetings of the supervisory committee.	Article 162: The Committee shall hold at least one meeting every six months. The chairman of the supervisory committee shall be responsible for convening meetings of the supervisory committee. Supervisors may propose to convene an extraordinary meeting.
135. First paragraph of Article 139: (1) To examine the Company's financial affairs; (2) To supervise whether the Company's directors, CEO and other senior management staff violate any laws, regulations or the Company's Articles of Association during their performance of Company duties; ... (5) To propose the holding of extraordinary shareholders' general meetings; (6) To represent the Company in negotiating with or instituting legal proceedings against a director; and (7) Other duties and powers provided for in the Articles of Association of the Company.	First paragraph of Article 163: Insert sub-paragraph (1): (1) To submit written audit opinions on the regular reports prepared by the board of directors of the Company; Original sub-paragraph (1) be renumbered as sub-paragraph (2). Original sub-paragraph (2) be renumbered as sub-paragraph (3) and amended to read: (3) To supervise the act of the directors and the senior management staff who perform the companies' duties. To suggest the removal of the directors and the senior management staff who violate any laws, regulations, these Articles of Association or resolutions passed in the shareholders' general meeting. Original sub-paragraph (5) be renumbered as sub-paragraph (6): (6) To propose the holding of extraordinary shareholders' general meetings and hold and preside over the shareholders' general meetings in the event that the board of directors fails to act in accordance the regulation of the Company Law to hold and preside the shareholders' general meeting.
Supervisors shall attend meetings of the board of directors.	Insert three sub-paragraphs as follows: (7) To submit proposal to the shareholders' general meetings;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles

Proposed amendments to the Articles

(8) To institute litigation against directors, senior management staff according to article 152 of the Company Law.

(9) If it is aware that the operation of the Company is improper, it can conduct investigation; if necessary, it can employ professional institutions such as accounting firms, law firms to assist his investigation work.

Original sub-paragraph (7) be renumbered as sub-paragraph (10):

Third paragraph:

Supervisors may attend meetings of the board of directors and make inquiries and suggestions to the resolutions of the board of directors.

136.

Original Article 140 having been renumbered as Article 164, insert a third paragraph:

The supervisory committee enacts the procedural rules for the supervisory committee, identify the method of negotiation and way of resolution in order to ensure efficiency and scientific decision-making.

137.

Original Article 141 be renumbered as Article 165.

138. Article 142:

Minutes of meeting shall be provided for meetings of the supervisory committee.The minutes of meeting of the supervisory committee shall be kept as archives of the Company by the secretary of the board of directors. The minutes of meeting shall be kept for 5 years.

Article 166:

Minutes of the meeting shall be prepared by the Committee recording resolutions madeThe minutes of meeting of the supervisory committee shall be kept as archives of the Company at the domicile of the Company. The minutes of meeting shall be kept for 10 years.

139.

Original Article 143 be renumbered as Article 191.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
140. Article 144: The Company sets up the executive committee ... CEO is act as the leader of executive committee.	Article 167: The Company sets up an executive committee... the chairman of the Board or the CEO shall act as the leader of the executive committee.
141. Article 145: Company sets up one of CEO (except provided otherwise, obligation of COO in the Articles is the same as manager in” company law” and “Mandatory Provisions“), engaged or discharged by the board of directors. The CEO is elected for a term of three years and may serve consecutive terms if reelected upon the expiration of his term.	Article 168: The Company sets up one of CEO, engaged or discharged by the board of directors. The term of appointment of CEO shall be three years subject to re-appointment upon expiry of his term.
142. First paragraph of Article 146: (1) ... policies and development plans; ... (3) To formulate the Company’s internal organization; ... (5) To draw up the basic rules and regulations of the Company; ... (7) To propose the board of directors to hire or dismiss board of directors secretary, CEO, CFO and other chief executive committee members, etc. senior executive;	First paragraph of Article 169: (1) ... policies and development plans, and to report to the board of directors; ... (3) To formulate the Company’s internal management organization; ... (5) To draw up the basic rules and regulations of the Company; ... (7) To employ or dismiss management personnel whose employment or dismissal is not subject to the board of directors and determine their remuneration;
143.	Insert Article 170: The executive committee shall have terms of reference which shall be implemented upon approval of the board of directors.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
144.	<p data-bbox="696 209 924 237">Insert Article 171:</p> <p data-bbox="696 249 1214 318">The terms of reference of the executive committee include:</p> <ol style="list-style-type: none"><li data-bbox="696 370 1214 479">(1) the conditions, procedures and participants of the executive committee meetings;<li data-bbox="696 532 1214 600">(2) the duties and division of work of the executive committee;<li data-bbox="696 653 1214 842">(3) the application of assets and financial resources of the Company, authority to enter into material agreements and the reporting system to the board of directors and supervisory committee;<li data-bbox="696 895 1214 957">(4) other matters which the board of directors considers necessary.
145.	<p data-bbox="696 1008 1214 1076">Original Articles 147 and 148 be renumbered as Articles 172 and 173.</p>
146. Article 149: ... one COO ... may serve consecutive terms if re-elected upon the expiration of his term.	<p data-bbox="696 1124 847 1153">Article 174:</p> <p data-bbox="696 1165 1214 1314">... one COO, being the general manager of the Company ... may serve consecutive terms if re-elected upon the expiration of his term.</p>
147.	<p data-bbox="696 1362 1214 1431">Original Articles 150 and 151 be renumbered as Articles 175 and 176.</p>
148. Article 152: Pursuant to the requirements of business development, the Company can set up other members of the chief executive committee. The mentioned members shall be responsible for the CEO.	<p data-bbox="696 1479 847 1507">Article 177:</p> <p data-bbox="696 1520 1214 1703">There shall be one chairman and five to nine members in the executive committee, the chairman of the board of directors or the CEO will act as the chairman of the executive committee.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
149.	Heading of Part Fourteen Qualification and duties of the Company's Senior Management	Heading of Part Fourteen Qualification and duties of the Company's Director, Supervisor and other Senior Management
150.		First paragraph of Article 178: Insert sub-paragraph (8): (8) Persons who are prohibited to participate in stock market by the CSRC, and such prohibition period has not expired; Original sub-paragraphs (8) and (9) be renumbered as sub-paragraphs (9) and (10). Insert second paragraph: Elections, appointments or employment of directors, supervisors or senior management staff in violation of this Article shall be invalid. In the event that the circumstances as stipulated in this Articles arise during the term of appointment of directors, supervisor or senior management staff, the Company shall dismiss the appointment.
151.		Original Article 154 be renumbered as Article 179.
152.		Insert Article 180: Person who take up positions other than directorship in the controlling shareholders and de facto controller of the Company shall not act as senior management staff of the Company.
153.		Original Articles 155 to 163 be renumbered as Articles 181 to 189.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
154.	<p>Article 164 Article 165 First paragraph of Article 166:</p> <p>If the number of the directors is not compliant with the minimum requirement stipulated in PRC Law, the director's resignation shall not come into force unless the vacancy of the directors have been fulfilled.</p> <p>Article 167:</p> <p>A director whose term of appointment is undue shall bear the liability for the damages caused by the demission on his own discretion.</p>	<p>Original Articles 164, 165, 166 and 167 be consolidated as Article 190 and amended to read: Original Article 164 to become as the first paragraph. The content of the Article 165 to become the second paragraph and amended to read: ... submit a written resignation. The board of directors shall disclose the relevant circumstances within two days. First paragraph of the original Article 166 to become the third paragraph and amended to read: Where a director resigns resulting in the number of directors falling below the minimum prescribed number, the outgoing director shall continue to discharge his duties as a director in accordance with laws, administrative regulations and these Articles of Association until a new director is appointed in his place. Second paragraph of the original Article 166 to become the fourth paragraph. Original Article 167 be adopted as the fifth paragraph.</p>
155.		<p>Article 143 be renumbered as Article 191 and amended to read: Supervisors shall comply with laws, administrative regulations and these Articles of Association and shall fulfill his supervisory duties diligently and shall not take advantage of his position to receive any bribe or illegal income, and shall not misappropriate the assets of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
156.	Original Article 136 be renumbered as Article 192; Article 137 be renumbered as Article 193.
157.	Insert Article 194: Where the term of appointment of supervisors has expired and no new appointments made in time resulting in the number of supervisors falling below the prescribed number, the outgoing supervisors shall continue to discharge their duties in accordance with laws, administrative regulations and these Articles of Association until appointments are made.
158.	Original Articles 168 to 173 be renumbered as Articles 195 to 200.
159. Article 174 If a director, a supervisor, CEO or other senior management staff of the Company ... the Company shall...have a right to: (1) Require the relevant director, supervisor, CEO or other senior management staff to compensate for the losses sustained by the Company as a consequence of his dereliction of duty; (2) Rescind any contract or transaction concluded by the Company with the relevant director, supervisor, CEO or other senior management staff and any contract or transaction with a third party (where such third party is aware or shall be aware that the director, supervisor, CEO or other senior management staff representing the Company was in breach of his obligations to the Company);	Article 201: If a director, a supervisor, CEO or other senior management staff of the Company...the Company shall...have a right to: (1) Require the relevant director, supervisor or other senior management staff to compensate for the losses sustained by the Company as a consequence of his dereliction of duty; (2) Rescind any contract or transaction concluded by the Company with the relevant director, supervisor or other senior management staff and any contract or transaction with a third party where such third party is aware or shall be aware that the director, supervisor or other senior management staff representing the Company was in breach of his obligations to the Company);

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
	(3) Require the relevant director, supervisor, CEO or other senior management staff to surrender the gains derived ...;	(3) Require the relevant director, supervisor or other senior management staff to surrender the gains derived...;
	(4) Recover any fees received by the relevant director, supervisor, CEO or other senior management staff ...; and	(4) Recover any funds received by the relevant director, supervisor or other senior management staff ...; and
	(5) Require the relevant director, supervisor, CEO or other senior management staff to return the interests.	(5) Require the relevant director, supervisor or other senior management staff to return the interest.
160.		Original Articles 175 and 176 be renumbered as Articles 202 and 203.
161.	Heading of Part Fifteen: Financial and Accounting Systems and Distribution of Profits	Heading of Part Fifteen: Financial and Accounting Systems, Distribution of Profits and Audit
162.		Original Articles 177 and 178 be renumbered as Articles 204 and 205.
163.	First paragraph of Article 179: The Company shall within 120 days from the end of each financial year work out the financial report according to the regulations of relevant laws and regulations.	Article 206: The Company shall within 4 months from the end of each financial year submit and report its financial account report to the CSRC and the Stock Exchange, and shall submit and report its interim financial account report to appointed authorities of the CSRC and the Stock Exchange within 2 months from the end of the first six months of each financial year, and shall submit and report quarterly financial account report to the appointed authorities of the CSRC and the Stock Exchange within one month from the end of the first 3 months and 9 months of each financial year respectively. The above financial reports shall be prepared according to the regulations of relevant laws and regulations.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
164.	First paragraph of Article 179: ... financial reports ... shall be examined and verified according to law and shall be worked out according to the regulations of relevant laws and regulations.	First paragraph of Article 207: The Company's annual financial reports shall be examined and verified according to laws. The contents of the second and third paragraphs be the same as that of the second and third paragraphs of the original Article 179.
165.		Original Articles 180 to 183 be renumbered as Articles 208 to 211.
166.	Article 184: The Company shall publish financial reports twice every fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year.	To be deleted as the content of that Article has been included in Article 207.
167.		Original Article 185 be renumbered as Article 212.
168.	Second paragraph of Article 186: ... may cease to make such allocation. After making allocation to the statutory revenue reserve, whether to allocate to the discretionary revenue reserve is subject to the resolution at general meetings. No distribution of profits to shareholders shall be made before the loss of the Company has been made up and allocation to the statutory revenue reserve.	Second paragraph of Article 213: ... may cease to make such allocation. If the statutory revenue reserve is not sufficient to cover the loss made in the previous, before allocation to the statutory revenue reserve is made in accordance with the previous paragraph, the profits shall be used to cover such loss. After making allocation to the statutory revenue reserve from the profits, whether to allocate to the discretionary revenue reserve is subject to the resolution at general meetings.

No. Existing Articles

Proposed amendments to the Articles

Third paragraph:

The profits after making up the loss and allocation to the statutory revenue reserve shall be distributed to the shareholders in accordance with their proportion of shareholdings in the Company.

Fourth paragraph:

If it is resolved at the general meeting to make distribution to shareholders before the loss is made up and allocation to statutory revenue reserve in violation to the previous paragraph, the shareholders return such distribution to the Company.

Fifth paragraph:

The shares held by the Company shall not participate in the profits distribution.

169.

Original Articles 187 to 191 be renumbered as Articles 214 to 218.

170. Article 192:

First paragraph:

Where the Company makes payment ... to the holders of domestic shares, the payment shall ... be paid in Renminbi within 3 months ... Where the Company makes payment . to holders of foreign investment shares, the payment ... be paid in foreign currency within 3 months.

Third paragraph:

In relation to the power to forfeit unclaimed dividends, that power shall not be exercised until six years or more after the date of declaration of the dividend.

Article 219

First paragraph:

After resolution regarding distribution of profits has been approved at the general meeting of the Company, the board of directors shall within 2 months after the general meeting complete the distribution of dividends (or shares).

Second paragraph:

Where the Company makes payment ... to the holders of domestic shares, the payment shall ... be paid ... within 2 months ... Where the Company makes payment ... to holders of foreign investment shares, the payment ... be paid ... within 2 months.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
	Third paragraph: In relation to the power to forfeit unclaimed dividends under the third paragraph of this Article, that power shall not be exercised until six years or more after the date of declaration of the dividend.
171.	Original Articles 193 and 194 be renumbered as Articles 220 and 221.
172. Article 195: The Company shall perform the internal audit system, and to employ internal auditors, and process internal audit supervision for the financial revenue, expenditure and operating activities of the Company and companies invested and controlled by it.	Article 222: The Company shall implement internal audit system and to employ internal auditors to perform internal audit and supervision on the financial revenue, expenditure and operating activities of the Company.
173. Article 196: The internal audit system and the duties of the auditors of the Company shall be implemented subject to the approval of the board of directors.	Article 223: The internal audit system and the duties of the auditors of the Company shall be implemented subject to the approval of the board of directors. The person in charge of the audit shall be responsible to and report to the board of directors.
174. Article 197: The Company shall audit the senior management staff of the Company when they are leaving his position.	Article 224: The Company shall perform audit on the senior management staff of the Company when they are leaving his position.
175.	Original Articles 198 and 199 be renumbered as Articles 225 and 226.
176. Article 200: When the Company notice is served by hand . When served by mail, the sending date shall be the despatch date.	Article 227: When the Company notice is served by hand ... When served by mail, the third business day after the sending date shall be the service date.
177.	The content of original Article 75 and Article 201 is repetitive and be consolidated into Article 228.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No. Existing Articles	Proposed amendments to the Articles
178. Article 202: The Company shall employ an independent accounting firm that complies with relevant state regulations to audit the annual financial reports and other financial reports of the Company. The first accounting firm of the Company may be employed by the inaugural meeting prior to the first annual shareholders' general meeting. Such accounting firm shall hold office until the conclusion of the first annual shareholders' general meeting. If the inaugural meeting does not exercise its power under the preceding paragraph, the board of directors shall exercise such power.	Article 229: The Company shall employ an independent accounting firm that complies with relevant state regulations to perform audit of the annual financial reports and other financial reports of the Company, verification of the net assets and provide other consultation service regarding the relevant business. Delete the second and third paragraphs.
179. Article 203: The term ... shall ... end.	Article 230: The term ... shall ... end, subject to re-employment.
180.	Original Articles 204 to 208 be renumbered as Articles 231 to 235.
181. Article 209: When the Company dismisses or does not renew the employment of an accounting firm, it shall give a notice to the accounting firm in advance ... whether there is any irregularity in the Company.	Article 236: When the Company dismisses or does not renew the employment of an accounting firm, it shall give a notice to the accounting firm ten days in advance ... whether there is any impropriety in the Company.
182.	Original Articles 210 to 212 be renumbered as Articles 237 to 239.
183. Second paragraph of Article 212: ... the Company ... three announcements...	Delete the second paragraph of Article 239, third and fourth paragraphs to become the second and third paragraphs of Article 239.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
184.	<p>Third and fourth paragraphs of Article 213:</p> <p>Upon completion of the division, the disposal of the assets, the rights, the debts of each part, shall be regulated clearly through signing a contract.</p> <p>Debts owed by the Company prior to the division shall be assumed by the companies in existence after the division in accordance with the agreement reached.</p>	<p>Third paragraph of Article 240:</p> <p>Debts owed by the Company prior to the division shall be assumed by the companies in existence after the division in relation to the relevant responsibility, except different provisions in the agreement entered into between creditors and the Company prior to the division.</p>
185.	<p>Article 214:</p> <p>Creditors ... within a period of 90 days commencing from the date of the first notice ... be divided.</p>	<p>Article 241:</p> <p>Creditors ... within a period of 45 days commencing from the date of the first notice ... be divided.</p>
186.		<p>Original Articles 215 and 216 be renumbered as Articles 242 and 243.</p>
187.	<p>First paragraph of Article 217:</p> <p>(4) If the Company is lawfully ordered to be closed down as a result of violation of laws or administrative regulations.</p>	<p>First paragraph of Article 244:</p> <p>(4) If the business licence of the Company is lawfully dismissed or countermanded or if the Company is ordered to be closed down.</p> <p>Insert sub-paragraph (5):</p> <p>If there is severe difficulty in the operation and management of the Company, and the continued existence of the Company will have material prejudice to the interests of the shareholders and there is no other way to resolve, shareholders who hold an aggregate of over 10% of the whole voting rights can seek the People's Court to dissolve the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
188.	<p>Article 218: Where the Company is to be dissolved pursuant to item (1) of the preceding Article, it shall establish a liquidation committee within 15 days. The members of such liquidation committee shall be determined by the shareholders' general meeting by way of an ordinary resolution.</p> <p>Where the Company is to be dissolved pursuant to item (2) of the preceding Article, liquidation shall be carried out by the parties to the merger or division in accordance to the agreements reached at the time of merger or division.</p> <p>Where the Company is to be dissolved pursuant to item (3) of the preceding Article, the People's Court shall, in accordance with relevant laws, organize the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</p> <p>Where the Company is to be dissolved pursuant to item (4) of the preceding Article, the relevant authorities in charge shall organize the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</p>	<p>Article 245: Where the Company is to be dissolved pursuant to sub-paragraphs (1), (3), (4) or (5) of the preceding Article, it shall establish a liquidation committee within 15 days. The members of such liquidation committee shall be determined by the shareholders' general meeting by way of an ordinary resolution. If the liquidation committee is not established within the prescribed period, the creditors can apply for the People's Court to appoint the relevant officers to establish the liquidation committee to carry out the liquidation.</p> <p>Where the Company is to be dissolved pursuant to sub-paragraph (2) of the preceding Article, liquidation shall be carried out by the parties to the merger or division in accordance to the agreements reached at the time of merger or division.</p>
189.		Original Article 219 be renumbered as Article 246.
190.	Second paragraph of Article 220: Creditor shall, ... report their creditors' rights ... within 90 days since the date of the first public notice.	Second paragraph of Article 247: Creditor shall, ... report their creditors' rights ... within 45 days since the date of the first public notice. <p>Insert third paragraph: In the course of reporting creditors' right, the liquidation committee shall not repay the creditors.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
191.	Article 221: (4) repay all outstanding tax payment;	Second paragraph of Article 248: (4) repay all outstanding tax payment and the tax payment which arise in the course of the liquidation process;
192.	Article 222: First paragraph: ... the liquidation committee ... submit ... to the shareholders' general meeting or relevant authorities in charge for confirmation. Second paragraph: ... (2) wages owed to employees of the Company and labour insurance fees; ... Fourth paragraph: During liquidation, the Company may not engage in new business activities.	Article 249: First paragraph: ... the liquidation committee ... submit ... to the shareholders' general meeting, the People's Court or the relevant authorities in charge for confirmation. Second paragraph: (2) wages owed to employees of the Company, labour insurance fees and statutory compensation; ... Fourth paragraph: During liquidation, the Company continues to exist but may not engage in business activities which are irrelevant to the liquidation.
193.		Original Articles 223 to 225 be renumbered as Articles 250 to 252.
194.		Insert Article 253: If the Company is lawfully declared bankrupt, liquidation shall be implemented according to the relevant laws on enterprise bankruptcy.
195.		Original Articles 226 and 227 be renumbered as Articles 254 and 255.
196.	Article 228: Amendment to the Company's articles of association ... which involves the "Essential Clauses in Article of Association of Companies Listed Overseas" ... be subject to approval of CIRC and the Securities Authority of the State Council ... the registration.	Article 256: Shareholders' resolutions ... involve "Mandatory Provisions" ... subject to approval of the CSRC ... registration.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
197.	Article 229: The board of directors shall amend the articles of associations ... CIRC and Securities Authority of the State Council.	Article 257: The board of directors shall amend these Articles of Association ... the relevant governing authority.
198.		Original Article 230 be renumbered as Article 258.
199.	First paragraph of Article 231: (1) If any dispute or claim ... arises ... between a holder of foreign investment shares listed outside the People’s Republic of China and a director, a supervisor, CEO or other senior management staff of the Company ... the parties concerned shall submit the dispute or claim for arbitration. When a dispute or claim as described ... all persons being the Company or shareholders, directors, supervisors, CEO or other senior management staff of the Company ... shall not be required to be settled by means of arbitration.	First paragraph of Article 259: (1) If any dispute or claim ... arises ... between a holder of foreign investment shares listed outside the People’s Republic of China and a director, a supervisor or other senior management staff of the Company ... the parties concerned shall submit the dispute or claim for arbitration. (2) When a dispute or claim as described ... all persons being the Company or shareholders, directors, supervisors or other senior management staff of the Company ... shall not be required to be settled by means of arbitration.
200.		Insert Article 260: In these Articles of Association, association means the relationship between the controlling shareholders, the de facto controllers, directors, supervisors, senior management staff and the enterprises which are directly or indirectly controlled by the same, and other relationships which may cause a transfer of interests in the Company.
201.		Insert Article 261: In these Articles of Association, unless otherwise defined, “Stock Exchange” means The Stock Exchange of Hong Kong Limited and the Shanghai Stock Exchange. In these Articles of Association, “CSRC”, means the China Securities Regulatory Commission and “CIRC” means the China Insurance Regulatory Commission.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Proposed amendments to the Articles
202.	Article 232: The board of directors may formulate detailed rules for articles of association in accordance with the stipulations of the corporation's articles of association. The board of directors shall be responsible for interpretation of the articles of association.	Article 262: Delete the first paragraph of original Article 232 and keep the second paragraph.
203.		Original Articles 233, 234 and 235 be renumbered as Articles 263, 264 and 265.
204.	Article 236: Upon the implementation day of the articles of association, if there is any inconsistency, the articles of association herein shall prevail.	Delete the Article.
205.		Insert a new Article 266: 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.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

206. Original Appendix to the Articles of Association:

**Ping An Insurance (Group) Company of China, Ltd.
Shareholdings of shareholders holding promoter shares**

No.	Shareholders	Number of Shares	Number of Promoter Shares
1.	Shenzhen Investment Holding Co., Ltd.	543,181,445	543,181,445
2.	Shenzhen New Horse Investment Development Co., Ltd.	389,592,366	276,495,472
3.	Yuan Trust Investment Company Ltd.	380,000,000	269,690,812
4.	Capital China Group Company Limited	332,526,844	200,907,380
5.	Shenzhen Shum Yip Investment Development Company Ltd.	301,585,684	242,784,220
6.	Guangzhou Hengde Trade Development Co., Ltd.	200,000,000	141,922,896
7.	Shenzhen Liye Group Co., Ltd.	176,000,000	176,000,000
8.	Guangdong Xince Technology Development Co., Ltd.	132,916,884	94,338,002
9.	Shanghai Huihua Industrial Co., Ltd.	113,800,000	63,020,350
10.	Shenzhen Dengfeng Investment Group Company, Limited	81,880,000	70,355,160
11.	Tianjin Century Peace Real Estate Co., Ltd.	39,960,000	39,960,000
12.	Overseas listed H shares converted from promoter shares		72,955,249
	Total	2,691,443,223	2,191,610,986

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Proposed amendment to the Appendix to the Articles of Association:

**Ping An Insurance (Group) Company of China, Ltd.
Shareholdings of shareholders holding promoter shares**

No.	Shareholders	Number of Shares	Number of Promoter Shares
1.	Shenzhen Investment Holding Co., Ltd.	543,181,445	543,181,445
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5.	Guangzhou Hengde Trade Development Co., Ltd.	200,000,000	141,922,896
6.	Shenzhen Liye Group Co., Ltd.	176,000,000	176,000,000
7.	Shanghai Huiyeh Industrial Co., Ltd.	166,800,000	166,800,000
8.	Guangdong Xince Technology Development Co., Ltd.	132,916,884	94,338,002
9.	Capital China Group Company Limited	115,726,844	34,107,380
10.	Shanghai Huihua Industrial Co., Ltd.	113,800,000	63,020,350
11.	Shenzhen Dengfeng Investment Group Company, Limited	81,880,000	70,355,160
12.	Tianjin Century Peace Real Estate Co., Ltd.	39,960,000	39,960,000
13.	Overseas listed H shares converted from promoter shares		72,955,249
	Total	2,641,443,223	2,191,610,986

EXPLANATORY NOTE OF THE ADOPTION OF THE PROCEDURAL RULES FOR SHAREHOLDERS' MEETINGS

In accordance with the requirements of such relevant laws, administrative regulations, departmental regulations and other regulatory documents including the Guidelines on Articles of Association and the Articles, the Company proposes to adopt the Procedural Rules for Shareholders' meetings of Ping An Insurance (Group) Company of China, Ltd. The Procedural Rules for Shareholders' meetings shall become effective after the approval by the Shareholders at the EGM, the approval from the relevant regulatory authorities (if applicable) and on completion of the listing of the A Shares.

PROCEDURAL RULES FOR SHAREHOLDERS' GENERAL MEETINGS OF PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.**GENERAL PROVISIONS**

Article 1 In order to protect the legitimate interests of Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as "the Company"), shareholders and creditors, to regulate the organization and operation of shareholders' general meetings, these 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 the Listed Companies revised in 2006, the Rules for Shareholders' General Meeting of Listed Companies promulgated in 2006, as well as the Articles of Association of Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as the "Articles") and other relevant laws and administrative regulations.

Chapter 1 — General Provisions of the Shareholders' General Meeting

Article 2 The shareholders' general meeting shall be the authority of power of the Company and it shall exercise the functions and powers according to laws.

Article 3 The shareholder's general meeting shall exercise the following functions and powers:

- (1) to determine the business objectives and investment plans of the Company;
- (2) to elect and replace directors, and to determine matters relating to the remuneration of the directors;
- (3) to elect and replace supervisors who are not the employee representative and to determine matters relating to the remuneration of the supervisors;
- (4) to consider and approve the reports of the board of directors;

- (5) to consider and approve the reports of the supervisory committee;
- (6) to consider and approve the Company's annual budgets and the final accounts;
- (7) to consider and approve the Company's plans for profits distribution and for offsetting losses;
- (8) to pass resolutions relating to the increase or decrease of the Company's registered capital;
- (9) to pass resolutions relating to matters such as the merger, division, dissolution or liquidation of the Company;
- (10) to pass resolutions on the issue of bonds of the Company;
- (11) to pass resolutions on the appointment, removal or non-reappointment of an accounting firm;
- (12) to amend the Articles of the Company;
- (13) to consider motions proposed by the shareholders individually or jointly representing more than 3% of the voting shares of the Company;
- (14) to consider matters relating to the Company's transaction of purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
- (15) to consider and approve matters relating to the changes in the use of proceeds from share offerings;
- (16) to consider share incentives schemes;
- (17) to consider and approve the following external guarantees of the Company:
 1. any external guarantee to be given by the Company and its subsidiaries in which it has controlling interest, the total amount of which reaches or exceeds 50% of their latest audited net assets;
 2. any external guarantee to be given by the Company, the total amount of which reaches or exceeds 30% of its latest audited total assets;
 3. any guarantee to be given to a company whose gearing ratio exceeds 70%;

4. any single guarantee whose amount exceeds 10% of the latest audited net assets of the Company;
 5. any guarantee to be given to the shareholders, de facto controllers and their associates.
- (18) any other matters that shall be resolved by the shareholders' general meeting as required by laws, administrative regulations, departmental codes, Listing Rules or the Articles.

Article 4

Shareholders' general meetings are categorized into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors. The annual general meeting shall be held once every year and convened within six months from the end of the previous financial year.

Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:

- (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 the Articles;
- (2) The unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;
- (3) Shareholder(s) individually or jointly holding more than 10% of the Company's shares request(s) in writing the convening of an extraordinary general meeting;
- (4) It is deemed necessary by the board of directors or it is proposed by the supervisory committee;
- (5) It is proposed by more than two independent directors;
- (6) Any other circumstance so specified by the laws, administrative regulations, departmental rules and Articles occurs.

Chapter 2 — Convening of the Shareholders' General Meeting

Article 5 The board of directors shall convene the shareholders' general meeting according to the Articles and these Procedural Rules.

Article 6 An independent director shall have the right to propose to the board of directors for holding an extraordinary general meeting and shall propose to the board of directors in writing. With regard to the proposal made by the independent director for holding an extraordinary general meeting, the board of directors shall, in accordance with the laws, administrative rules and the Articles, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal.

If the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the board of directors. If the board of directors does not agree to hold the extraordinary general meeting, it shall give the reasons and make an announcement in respect thereof.

Article 7 The supervisory committee shall have the right to propose to the board of directors to hold an extraordinary general meeting, and shall propose to the board of directors in writing. The board of directors shall, in accordance with the laws, administrative regulations, and the Articles, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal.

If the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within 5 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 consent of the supervisory committee shall be obtained.

If the board of directors does not agree to hold the extraordinary general meeting or fails to give a written reply within 10 days upon receipt of the proposal, it shall be regarded that the board of directors cannot perform or fails to perform the duty of convening the extraordinary general meeting, and the supervisory committee may convene and preside over the meeting by itself.

Article 8 Shareholders shall comply with the following procedures when they propose to convene an extraordinary general meeting:

- (1) shareholders individually or jointly holding more than 10% of the Company's shares have the right to propose to the board of directors to convene an extraordinary general meeting, and shall propose to the board of directors in writing. The board of directors shall, in accordance with

the laws, administrative regulations, and the Articles, give a written reply on whether to hold the extraordinary general meeting or not within 10 days upon receipt of the proposal.

- (2) If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 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 consent of the relevant shareholders shall be obtained.
- (3) If the board of directors does not agree to convene the extraordinary general meeting, or fails to give a written reply within ten days upon receipt of the proposal, shareholder(s) individually or jointly holding more than 10% of the Company's shares have the right to propose to the supervisory committee to convene an extraordinary general meeting. The proposal shall be made in writing.
- (4) If the supervisory committee agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days upon receipt of the proposal. In the event of any change to the original proposal set forth in the notice, the consent of the relevant shareholders shall be obtained.
- (5) If the supervisory committee fails to serve the notice of the shareholders' general meeting within the stipulated period, it shall be regarded as not to convene and preside over the shareholders' general meeting. Shareholders individually or jointly holding more than 10% of the Company's shares continuously for more the 90 days have the right to convene and preside over the meeting by themselves.

Article 9 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 resolutions of the shareholders' general meeting.

Article 10 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 record date.

Article 11 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.

Chapter 3 — Proposal and Notice of the Shareholders' General Meeting

Article 12 The content of a proposal to be determined by the shareholders' general meetings shall fulfill the following conditions:

- (1) contents do not infringe laws, rules and regulations and within the scope of operation of the Company and scope of duties of its shareholders' general meeting;
- (2) contains clear motions and objective proposed resolutions;
- (3) Motions for shareholders' general meeting shall be submitted or served in writing to the convener.

Article 13 The board of directors shall examine the proposal of the shareholders' general meeting according to Article 12 of these Procedural Rules and in the principal of pursuing the maximum benefits of the Company and the shareholders. If the convener decide not to list the proposal into the agenda of the shareholders' general meeting, it shall give the reasons and explanations at the meeting.

Article 14 When the shareholders' general meeting is held, the board of directors, the supervisory committee and the shareholders solely or collectively holding more than 3% 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.

The shareholders solely or collectively holding more than 3% of the Company's shares may submit in writing an extraordinary proposal to the convener 10 days before the date of the convening of the shareholders' general meeting. The convener shall serve a supplementary notice within 2 days upon receipt of the proposal to announce the content of the extraordinary proposal.

Except for the above provision, the convener may not change the proposal listed in the notice of the shareholders' general meeting or add new proposal after the notice of the shareholders' meeting has been served.

Article 15 The proposals that have not been listed in the notice of the shareholders' general meeting or that are not in line with these Procedural Rules, shall not be voted or resolved on at the shareholders' general meeting.

Article 16 If the shareholder does not agree with the board of directors' resolution that the proposal he has proposed shall not be listed in the agenda of the shareholders' general meeting, he may request to convene an extraordinary shareholders' meeting according to the provisions of Article 8 of these Procedural Rules.

Article 17 The measures and procedures to nominate directors and non-employee representative supervisors are as follows:

- (1) The board of directors and the supervisory committee may respectively nominate the candidate directors and the candidate supervisors within the scope as provided in the Articles and according to the intended numbers to be elected.
- (2) The nomination committee shall preliminarily examine the qualification and conditions of the candidate directors and the candidate supervisors. The qualified candidates shall be submitted to the board of directors and the supervisory committee for examination. After the board of directors and the supervisory committee has approved the candidates by resolution, a written proposal of the candidate directors and the candidate supervisors 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 candidate directors and the candidate supervisors.
- (3) The shareholders' general meeting shall vote on the candidates one by one.
- (4) In case of any need to add or change any director or supervisor, the board of director or the supervisory committee is responsible to propose to the shareholders' general meeting for the selection or change of a director or supervisor.

Article 18 Where the Company convenes a shareholders' general meeting, a written notice to notify all shareholders whose names appear in the register of shareholders must be given no later than 45 days before the meeting of the matters to be considered and the date and venue of the meeting. Any shareholder intending to attend the meeting shall deliver to the Company a written reply slip showing his intention to attend not less than 20 days before the meeting.

Article 19 The Company shall calculate the number of voting shares represented by the shareholders who have indicated their intention to attend the shareholders' general meeting based on the written reply slips received not less than 20 days before the meeting. Where the number of such voting shares reaches half of the Company's total number of such shares, the Company may convene the shareholders' general meeting. Otherwise, the Company shall, within 5 days, inform the shareholders again of the matters to be considered, the date and the venue of the meeting by way of public announcement. After making the announcement, the shareholders' general meeting may be convened.

Article 20 The notice of the shareholders' general meeting shall meet the following requirements:

- (1) be made in writing;
- (2) specify the venue, date and time for the meeting;
- (3) specify the record date for the purpose of attending the shareholders' meeting;
- (4) the name and contact number of the general contact person for the shareholders' meeting;
- (5) set out the matters to be considered at the meeting;
- (6) provide the shareholders with such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed; this principle includes (but is not limited to) where the Company proposes to merge with the other, repurchase its shares, restructure its share capital or to undergo other reorganization, the specific terms and conditions of the proposed transactions must be provided in detail together with copies of the contracts related thereto, if any, and the causes and effect of the same must be properly explained;
- (7) contain a disclosure of the nature and extent of the material interests of any director, supervisor, and other senior managerial officer in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on interests of shareholders of the same class;
- (8) contain the full text of any special resolution to be proposed and approved at the meeting;
- (9) contain a clear statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more than one proxies to attend and vote at the meeting on its behalf and that such proxies need not be shareholders;
- (10) state the date and place to serve a proxy form to appoint a proxy to vote at the meeting.

Article 21 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:

- (1) personal particulars, including educational background, working experiences, and concurrent positions;
- (2) whether one has any affiliation with the Company, its controlling shareholders and de facto controllers;
- (3) the amount of shares of the Company one holds; and
- (4) whether one has been subjected to the punishment of the China Securities Regulatory Commission or any other relevant department or the reprimand of the stock exchange.

The nomination of each director and supervisor shall be by way of a separate resolution.

Article 22 Notice of a shareholders' general meeting shall be served on each shareholder, whether or not entitled to vote, by personal delivery or prepaid mail to the shareholder at his address, as shown in the register of shareholders (except as otherwise provided in the Articles). For holders of domestic shares, notice of the shareholders' general meetings may also be given by public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers specified by the China Securities Regulatory Commission on any day from forty-five to fifty days prior to the meeting. Once the announcement has been published, all holders of domestic shares shall be deemed to have received notice of the relevant meeting.

Article 23 The notices of general meetings, materials or written statements that shall be served on the holders of foreign shares listed overseas shall be delivered by personal delivery or by mail to the registered address of each of such holders. The Company shall try its best to deliver in Hong Kong the notice that shall be served on the holders of H shares.

Article 24 The accidental omission to send a notice of meeting to, or the non-receipt of a notice of meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions adopted at the meeting.

Article 25 After giving the notice of shareholders' general meeting, such meeting shall not be postponed or cancelled and the proposal set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or

cancellation of the meeting, the convener shall make an announcement and give the reasons therefor at least 2 working days prior to the date on which the meeting is originally scheduled, and the record date shall not be changed accordingly.

Chapter 4 — Convening of the Shareholders' General Meeting

Article 26 Shareholders' general meetings shall be held at a meeting place in the form of on-site meeting. Where the legality and validity of the shareholders' general meeting is ensured, the Company may use all kinds of methods including using a safe, economical and convenient internet voting platform or any other modern information technical means for its shareholders to conveniently participate in such meetings. Shareholders participating in the shareholders' general meetings by any aforesaid means shall be regarded as having attended the meetings.

Article 27 The board of directors or other convener shall take necessary measures to ensure the solemnity and proper order of the general meeting. The Company shall take actions to stop anyone from provoking a quarrel, making trouble or infringing the lawful interests of other shareholders and refer the case to relevant authorities for settlement in time.

Article 28 All the shareholders, or their proxy, appearing on the register of shareholders on the record date are entitled to attend the shareholders' general meeting and to exercise their voting right according to the relevant laws, regulations and the Articles. The shareholders may either attend the shareholders' general meeting in person or entrust proxies to attend and vote on its behalf.

Article 29 Any shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more than one proxies (such proxies need not be shareholders) to attend and vote at the meeting on its behalf. Such proxies, according to the instructions of the shareholders could exercise the following rights:

- (1) the right to speak in the shareholders' general meeting;
- (2) voting right by poll.

Article 30 A shareholder shall appoint a proxy in writing, signed by the principal or its agent entrusted in writing; where the principal is a legal entity, its company chop applied or signed by its directors or duly authorized person or other authorized signatory. The form of proxy shall state the number of shares in respect of which the proxy shall act. Where multiple proxies are appointed, each instrument of proxy shall state the number of shares in respect of which the particular proxy shall act.

Article 31 The instrument appointing a proxy shall be deposited at the residence of the Company or at the other place specified in the notice of a meeting no later than 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the time specified for the voting. Where such an instrument is signed by a person under power of attorney on behalf of the principal, that power of attorney or other authorization documents shall be notarised. The notarised documents and other authorization documents shall, together with the instrument appointing the proxy, be deposited at the Company's residence or at the other place specified for that purpose in the notice of the meeting.

If the principal is a legal entity, its legal representative or a person appointed by its board of directors or other decision-making body shall be entitled to attend the shareholders' meeting of the Company on behalf of the principal as its proxy.

Article 32 Any form of proxy instrument sent to shareholders by the board of directors 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 that where no instructions at to voting is given, the proxy may vote at his discretion.

Article 33 Individual shareholders attending in person shall produce identity documents or other valid documents or evidence, securities account card as proof of identity.

Article 34 Proxies attending for individual shareholders shall produce identity documents and the notice appointing him as proxy.

Proxies attending for corporate shareholders appointed by the legal representative of a company shall produce identity documents and the notice appointing him as proxy signed by the legal representative of the shareholder. Proxies attending for corporate shareholders appointed by the board of directors or other decision-making bodies of the shareholder shall produce identity documents and the notice appointing him as proxy signed by the board of directors or other decision-making bodies with the stamping of the company chop of the shareholder. Completed form of proxies shall be dated.

Article 35 The signed attendance record of those who have attended 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.

Article 36 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no notice in writing of such death, loss of capacity, revocation or transfer shall have been received by the Company before the commencement of the meeting at which the proxy is issued.

Article 37 When the shareholders' general meeting convenes, directors, supervisors and the secretary to the board shall attend the meeting, and the senior management officers shall sit in on the meeting.

Article 38 The shareholders' general meeting shall be presided over by the chairman of the board who act as the chairman of the meetings. If the chairman is unable or has failed to perform his duties, the deputy chairman (in case the Company has two deputy chairmen, then the deputy chairman jointly elected by a simple majority of directors) shall preside over and act as the chairman of the meetings. In the event that the deputy chairman is unable or has failed to perform his duties, a director shall be jointly elected by a simple majority of directors to preside over and act as the chairman of the meetings.

A shareholders' general meeting convened by the supervisory committee itself shall be chaired and presided by the chairman of the supervisory committee. If the chairman of the supervisory committee cannot perform or fails to perform his duties, the majority of the supervisors shall jointly elected a supervisor to chair the meeting.

A shareholders' general meeting convened by the shareholders themselves shall be presided by a representative elected by the convener. If the convener cannot elect a chairman of the meeting, the shareholder (including the proxy) attending the meeting that hold the most voting shares shall be the chairman and preside the meeting.

When the shareholders' general meeting is held and the chairman of the meeting violates these Procedural Rules which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman of the meeting, subject to the approval of more than half of the shareholders having the voting rights who are present at the meeting.

Article 39 The board of directors and the supervisory committee shall report its work in the previous year at the shareholders' annual general meeting. Each of the independent director shall also give a work report.

Article 40 At the shareholders' general meeting, except for the trade secrets that cannot be disclosed to the public, the directors, supervisors and senior management officers shall provide answers or explanations in response to the inquiries and suggestions made by the shareholders.

Chapter 5 — Voting and Resolution of the Shareholders' General Meeting

Article 41 Shareholders (including proxies) who vote at a shareholders' general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries the right to one vote. The shares held by the Company does not carry the voting right. Such shares shall not be included in the total numbers of the voting rights represented by the shareholders attending the meeting.

Article 42 The resolutions of a shareholders' general meeting are classified into ordinary resolutions and special resolutions.

An ordinary resolution of the shareholders' general meeting shall be passed by an affirmative vote of more than half of the Company's total voting shares being held by the shareholders (including proxies) who are present at the meeting.

A special resolution of the shareholders' general meeting shall be passed by an affirmative vote of more than two-thirds of the Company's total voting shares being held by the shareholders who are present at the meeting (including proxies).

Article 43 The following matters shall be resolved by way of ordinary resolution of the shareholders' general meeting:

- (1) work reports of the board of directors and the supervisory committee;
- (2) profit distribution proposals and proposals for making up losses formulated by the board of directors;
- (3) appointment and removal of directors and supervisors and matters relating to their remuneration;
- (4) the Company's annual budgets, final accounts, annual reports, balance sheets, profit and loss accounts and other financial statements;
- (5) guarantee provided by the Company to the Company's shareholder or the de facto controllers;
- (6) matters other than those which are required by the laws, administrative regulations and the Articles to be adopted by way of special resolutions.

Article 44 The following matters shall be resolved by way of special resolution of the shareholders' general meeting:

- (1) increase or reduction of the Company's registered capital and the issuance of shares of any class, warrants and other similar securities;
- (2) repurchase of the shares of the Company;
- (3) issuance of debentures by the Company;
- (4) division, merger, dissolution or liquidation of the Company;
- (5) amendment to the Articles;
- (6) the acquisition or disposal by the Company of material assets or the giving of guarantees within a 12 month period with a value exceeding 30% of the latest audited total assets value;
- (7) share incentive schemes;
- (8) other matters which are required by the laws, administrative regulations or the Articles of Association, and, according to an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and require adoption by way of a special resolution.

Article 45 The shareholders' general meeting shall vote by open ballot.

Article 46 The board of directors, independent directors and certain qualified shareholders of the Company may canvass the Company's shareholders for votes at shareholders' general meetings. The canvass for votes shall be made without compensation and relevant information shall be efficiently disclosed to the shareholders being canvassed.

Article 47 When considering connected transactions at a shareholders' general meeting, connected shareholders shall not participate in voting and the voting rights carried by the shares held by the connected shareholder shall be counted towards those entitled to vote. Where a shareholder is required or restricted by the listing rules to abstain or can only vote against a resolution, the votes of those shareholders or proxy in contravention thereof shall not be counted towards the valid number of votes.

Article 48 The shareholders' general meetings shall resolve on all proposals included in the agenda separately. Where different proposals for the same issue are proposed, such motions shall be voted on and resolved in the order of time in which they are proposed. Unless the shareholders' general meeting is

adjourned or no resolution can be made due to special reasons such as force majeure, voting of such proposals shall neither be put on hold nor refused at the shareholders' general meeting.

Article 49 No amendment shall be made to a proposal when it is considered at a shareholders' general meeting. Otherwise, the relevant amendment shall be regarded as a new proposal and shall not be voted at the shareholders' general meeting.

Article 50 On a poll taken at a meeting, a shareholder (including his proxies) entitled to two or more votes need not cast all his votes in the same way.

Article 51 The chairman of the meeting shall be responsible for determining whether a shareholders' resolution has been passed, whose determination shall be final and conclusive and shall be announced and recorded in the minutes.

Article 52 If the chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a shareholders' general meeting, he may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately.

Article 53 If the votes are counted at the shareholders' general meeting, the result shall be recorded in the minutes.

Chapter 6 — Minutes and announcement of the Shareholders' General Meeting

Article 54 The shareholders' general meeting shall keep minutes. Directors and supervisors attending the meeting, the secretary to the board of directors, the convener or his representatives, and the chairman of the meeting and the recorders shall sign the minutes of the meeting.

A secretary of the board of directors shall be responsible for the minutes of shareholders' general meetings. The minutes shall set out the following:

- (1) the date, place and agenda of the meeting, and the name of the convener;
- (2) the name of the chairman of the meeting, and the directors, supervisors, and other senior management officers of the Company attending or present at the meeting;

- (3) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company, the total number of voting shares which the holders of the domestic shares (including proxy) and holders of shares listed in overseas market (including proxy) represent and the respective proportions of these shares to the total number of shares of the Company;
- (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; (when recording the result of the votes, it shall also record the respective voting results of the holders of domestic share and holders of H shares for each proposals);
- (5) details of the inquiries or recommendations of the shareholders, and the corresponding response or explanations;
- (6) the name of the counting officer and scrutineers;
- (7) other matters which, according to the shareholders' general meeting and the provisions of the Articles, shall be recorded in the minutes of the meeting.

Article 55 The convener shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The minutes of the meeting, together with the shareholders' attendance sheets and proxy forms, other valid information relating to other modes of resolution shall be kept at the Company's residence. Minutes of meetings shall be kept for ten years.

Article 56 Copies of the minutes of meeting shall be open for free inspection during the business hours of the Company by any shareholder. If a shareholder requests for a copy of such minutes, the Company shall send a copy to him within 7 days upon the receipt of reasonable charges.

Article 57 The resolutions of the shareholders' general meeting shall be duly announced. In the event that a proposal in connection with the meeting has not been adopted or the resolutions of the preceding shareholders' general meeting have been changed at the current shareholders' general meeting, the board of directors shall specify the same in the announcement of the resolutions of the shareholders' general meeting.

**Chapter 7 — Authorization of the Shareholders' General Meeting
to the Board of Directors**

Article 58 The shareholders' general meeting may pass a resolution to authorize the board of directors.

Article 59 Matters subject to decision by general meetings as required by law, administrative regulations, department rules, relevant provisions of the securities regulatory institutions at the place where it has been listed and the Articles shall be considered by shareholders' general meetings for the purpose of protecting the right of shareholders to decide on such matters. Where necessary and reasonable, any matter which is relevant to matters subject to resolution but unable to be decided immediately at a shareholders' general meeting may be, with the authority granted by the shareholders' general meeting, decided by the board of directors within the scope authorized by the shareholders' general meeting.

Where the authority granted by the general meeting to the board of directors is related to a matter subject to an ordinary resolution, such resolution shall be passed by votes exceeding one-half of the voting rights of the shareholders present at the general meeting (including proxies); where it is related to a special resolution, such resolution shall be passed by a vote representing more than two-thirds of the voting rights of the shareholders present at the general meeting (including proxies). The substance of the authorization shall be clear and specific.

Article 60 When the board of directors decides on the authorized matters, the matters shall be fully discussed and demonstrated. It may also retain a consulting agency, if necessary, to ensure that the matters to be decided in a scientific and reasonable way.

The board of directors shall duly perform its duties in information disclosure and be voluntarily subject to the supervision of the shareholders of the Company, supervisory committee and other relevant securities or insurance supervisory departments during the decision-making process on the authorized matters.

Chapter 8 — Implementation of the Resolution of the Shareholders' General Meeting

- Article 61** Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within 2 months upon conclusion of the shareholders' general meeting.
- Article 62** The board of directors shall give specific reports to the shareholders' general meeting about the implementation of the matters that are authorized to be dealt by the board of directors in the resolution of the last shareholders' general meeting. In case the resolution of the shareholders' general meeting fails to be implemented due to special reasons, the board of directors are obliged to state the reasons.
- Article 63** If any contents of a resolution of the shareholders' general meeting of the Company violate the laws, administrative regulations or the Articles, or the convening procedures or voting methods for the shareholders' general meeting violate the laws administrative regulations or the Articles, the shareholders shall have the right to exercise their relevant rights by way as provided in the Articles.

Chapter 9 — Supplementary Provisions

- Article 64** "H Shares" as referred to in these Procedural Rules means those shares issued on 24 June 2004 at the Company's initial public offering of foreign shares on The Stock Exchange of Hong Kong Limited and approved by the relevant department authorised by State Council. "Listing Rules" as referred to in these Procedural Rules means the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.
- Article 65** A class meeting shall be held in the same procedures as the shareholders' general meeting as possible, the provisions in the Articles and these Procedural Rules regarding the procedures to hold the shareholders' general meeting shall also apply to the class meeting.
- Article 66** These Procedural Rules shall take effect after being approved by the resolution of the shareholders' general meeting and on the date when the initially public offered domestic shares of the Company has been listed in the Shanghai Stock Exchange. The board of directors shall revise these Procedural Rules according to the resolution of the shareholders' general meeting and the approval opinions of the relevant competent authorities.
- Article 67** These Procedural Rules shall be the appendixes of the Articles. In case of any conflicts between the provisions of these Procedural Rules and those of the Articles, the Articles shall prevail.
- Article 68** The phrase "exceeds" as mentioned in these Procedural Rules includes the numbers indicated, while "not exceeding", "excluding" and "less than" exclude the number indicated.

EXPLANATORY NOTE OF THE ADOPTION OF THE PROCEDURAL RULES FOR BOARD MEETINGS

In accordance with the requirements of such relevant laws, administrative regulations, departmental regulations and other regulatory documents including the Guidelines on Articles of Association and the Articles, the Company proposes to adopt the Procedural Rules for Board meetings of Ping An Insurance (Group) Company of China, Ltd. The Procedural Rules for Board meetings shall become effective after approval by the Shareholders at the EGM, approval from the relevant regulatory authorities (if applicable) and on completion of the listing of the A Shares.

**PROCEDURAL RULES FOR BOARD MEETINGS OF
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.****GENERAL PROVISIONS**

Article 1 In order to standardize rules governing the meetings and decision making procedures of the board of directors (“**Board**”), to ensure the effective implementation of the duties of directors and the Board, to accelerate the codification, effective operation and scientific decision making of the Board, the Board formulates this Procedural Rules of the Meetings of the Board (“**Rules**”) of Ping An Insurance (Group) Company of China, Ltd. (“**Company**”) pursuant to the Company Law of the People’s Republic of China (“**Company Law**”) and the Securities Law of the People’s Republic of China (“**Securities Law**”), and the Articles of Association of the Company (“**Articles**”) in association with the prevailing circumstances of the Company and other relevant laws and administrative regulations.

Article 2 The Board is the standing body in charge of the Company’s operation and decision making and shall report to the shareholders’ general meeting. The Board shall perform its duties according to the requirements of the Company Law, the Articles and other relevant laws, regulations and regulatory documents.

CHAPTER 1 — THE COMPOSITION AND DUTIES AND POWERS OF THE BOARD

Article 3 The Company shall establish a board of directors. The Board is composed of nineteen directors, among which there shall be one chairman of the Board, one or two vice chairman/chairmen of the Board, no less than two executive directors and no less than three independent directors.

Article 4 A director is elected by the shareholders’ general meeting with the term of office of three (3) years and may serve consecutive terms if reelected 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.

Article 5 A director shall comply with the laws, administrative rules and the Articles and own due and diligent obligations to the Company.

Article 6 Where a director fails to attend Board meetings in person twice consecutively and does not appoint another director to attend the meetings on his behalf, the director will be deemed as failing to perform his duties and the Board shall recommend the shareholders' general meeting to remove and replace such director.

Article 7 The Board shall report to the shareholders' meeting and has the powers to:

1. convene shareholders' general meetings and report to the same;
2. execute the resolutions of the shareholders' general meeting;
3. decide the Company's management and operation plans and investment schemes;
4. formulate the Company's annual budgets and financial accounts;
5. formulate the Company's plans for profits distribution and offsetting losses;
6. formulate plans of increasing or decreasing the Company's registered capital, issuing of corporate bonds (or other securities) and listing plan;
7. draft the plans of material acquisition, acquisition of the shares of the Company or merger, division, dissolution and change of company nature;
8. decide the setup of the Company's internal management structure;
9. appoint and remove the Company's senior management staff as nominated by the chairman of the Board of the Company, decide matters of their remuneration and rewards and reprimand;
10. formulate the Company's basic management system and regulations;
11. formulate the proposals to amend the Articles;
12. manage issues in respect of disclosure of the Company's information;
13. decide issues in respect of the material investment, acquisition or sale of assets, asset mortgage, external guarantee, entrusted financing, affiliated transactions, etc. within the scope as authorized by shareholders' general meetings;
14. attend to the Company's chief executive officer ("CEO") work report and supervise his/her work;

15. other powers as provided by laws, administrative rules or the Articles and as authorized by the shareholders' general meeting.

All the Board resolutions in relation to the above shall be passed by not less than one half of the directors; provided that the resolutions made in respect of items 6, 7 and 11 and regarding external guarantee shall be passed by two-thirds or more of the directors.

Article 8 The Board shall determine the scope of authorities in respect of external investment, acquisition or sale of assets, asset mortgage, external guarantee, entrusted financing and affiliated transactions, and establish strict examination and decision making procedures. The Board shall organize relevant experts and professionals to examine and evaluate material investment projects and submit such projects to the shareholders' general meeting for approval.

Article 9 The "material investment projects" referred to in article 8 above shall mean an investment project where any of the applicable assets ratio, consideration ratio, profits ratio, revenue ratio or equity capital ratio as prescribed by the Listing Rules from time to time (the "5 ratios") exceeds 25%.

Any investment decision where any of the 5 ratios is under 25% shall be made by the Board as authorized by shareholders in general meeting.

Any investment decision where any of the 5 ratios is under 5% shall be made by the chairman of the Board or the directors' investment committee as authorized by the Board.

The directors' investment committee, constituting the chairman and vice chairmen of the Board, and set up pursuant to resolution of the Board, shall be primarily responsible for exercising the investment powers granted by the Board.

Article 10 The Board shall make explanation to the shareholders' general meeting on the non-standard audit opinion produced by the certified accountants on the Company's financial reports.

Article 11 In disposing fixed assets, where the expected value of the fixed assets to be disposed of together with the value of the fixed assets which have been disposed of within the proceeding four months exceed thirty-three percent (33%) of the value of the fixed assets reflected by the latest balance sheet approved by the shareholders' general meeting, the Board shall not dispose of, or agree to dispose of, such fixed assets without the approval of the shareholders' general meeting.

Article 12 The Board shall establish an office of the Board which shall be responsible for handling the Board's routine businesses.

CHAPTER 2 — CLASSIFICATION OF BOARD MEETINGS

Article 13 Board meetings are classified into regular meetings and extraordinary meetings. The Board shall convene at least four regular meetings every year.

Board meetings are to be convened and presided at by the chairman of the Board.

During recess of Board meetings, the Board may authorize the chairman of the Board to exercise certain powers of the Board.

The vice chairman of the Board shall assist the work of the chairman of the Board. Where the chairman of the Board does not or fails to perform his/her duties, the vice chairman of the Board (or where there are two vice chairmen, the one elected by one half or more of the directors) shall perform the same. Where the vice chairman of the Board does not or fails to perform his/her duties, a director elected by one half or more of the directors shall perform the same.

Article 14 The chairman of the Board shall convene and preside at an extraordinary Board meeting within ten (10) days upon the receipt of a proposal for a meeting where a meeting is:

- (1) deemed necessary by the chairman of the Board;
- (2) jointly proposed by one-third or more of the directors;
- (3) proposed by the Supervisory Committee;
- (4) proposed by the CEO; or
- (5) proposed by the shareholders holding more than ten percent (10%) of the shares of the Company carrying voting rights.

CHAPTER 3 — MOTION AND NOTICE OF BOARD MEETING

Article 15 In order to propose to convene an extraordinary Board meeting according to article 14 of the Rules, the proposer shall sign (or chop) the written proposal and submit the same to the chairman of the Board, either directly or through the Board office. The written proposal shall set forth the followings:

- (1) the name of the proposer;
- (2) the reason for or the objective facts on which the proposal is based;
- (3) the time or time limit, venue and manner of the proposed meeting;

- (4) the clear and specific motion; and
- (5) the contact information of the proposer and the date of the proposal.

Article 16 The content of a motion shall be within the scope of the duties and powers of the Board as stipulated in the Articles and the materials related to the motion shall be submitted at the same time.

Upon receipt of the written proposal and relevant materials, the Board office shall deliver the same to the chairman of the Board on the same day. Where the chairman of the Board holds that the content of the motion is not clear, specific or that the relevant materials are not sufficient, the chairman may require the proposer to make amendment or supplementation.

The chairman of the Board shall convene and preside at the Board meeting within ten (10) days from the receipt of the proposal.

Article 17 The Board office shall send the written meeting notices of regular Board meetings fourteen (14) days prior to the meeting to all the directors, supervisors and the secretary of the Board by direct delivery, fax, electronic mail or otherwise.

Article 18 In case of extraordinary Board meetings, the voting may be conducted by way of communications. The notice period therefor is not subject to the above fourteen-day notice period requirement but it must be ensured that the notices are timely and effectively delivered to the directors and the supervisors.

Article 19 The notice for a Board meeting shall include the followings:

- (1) the date and venue of the meeting;
- (2) the duration of the meeting;
- (3) the reasons for and the resolutions of the meeting;
- (4) the date of the notice;
- (5) the requirement that the directors shall attend in person or authorize another director to attend the meeting on his/her behalf; and
- (6) the contact person and his/her contact details.

CHAPTER 4 — CONVENING OF A BOARD MEETING

Article 20 The quorum of a Board meeting shall be more than one half of the directors, including the directors authorized according to article 21 of the Rules.

Supervisors may attend a Board meeting without voting right. The CEO and Board secretary, if not concurrently serving as directors, shall attend a Board meeting without voting rights. The chairman of the meeting may, if he/she deems necessary, invite other relevant persons to attend a Board meeting without voting rights.

Article 21 Directors shall attend Board meetings in person. Where a director is unable to attend a Board meeting in person, he/she may authorize another director in writing to attend the meeting on his/her behalf. The written power of attorney shall set forth the name of the proxy; the matters being authorized, the scope and duration of the authorization and shall be signed or chopped by the authorizing director.

Persons authorized to attend Board meetings shall exercise his/her directors' rights within the scope the authorization. Any director who fails to attend a Board meeting and to appoint a proxy to attend shall be deemed to have waived his/her voting rights at the Board meeting.

Article 22 A Board meeting shall be held by way of a physical meeting. Where necessary, provided that the directors can fully express his/her views, a meeting may be held by video, telephone, fax or otherwise with the approval of the convener (chairman) of the meeting and the proposer. A Board meeting may be held by way of a physical meeting and by other means at the same time.

Article 23 The chairman of a Board meeting shall appoint an independent director to present the required prior written approval given by the independent directors in case of any motion which requires approval by independent directors, before such motion may be discussed.

Article 24 A director shall carefully read relevant meeting materials and independently and prudently present opinions on the basis of full understanding of the same.

A director may obtain information requisite for decision making from the Board office, the meeting convener and the senior management officers of the Company, the special committees, accounting firms, law firms and other relevant individuals and institutions before the meeting, or propose to the chairman of the meeting to invite the same to attend the meeting to make explanations on relevant issues in the course of the meeting.

CHAPTER 5 — VOTING AND RESOLUTIONS OF A BOARD MEETING

Article 25 Each director shall have one vote. All resolutions made by the Board shall be passed by not less than one half of all the directors. However matters set out in article 7 (6), (7) and (11) and relating to the giving of external guarantee shall be resolved by more than two-thirds of the directors.

Where the number of votes for and against are even, the chairman of the Board shall have a casting vote.

Voting shall be conducted by a show of hands.

Where a director is affiliated with an enterprise and such enterprise is involved in any resolution to be resolved on by the Board meeting, such director shall not vote, on his own or other director(s)'s behalf, on such resolution. Such Board meeting may be held with not less than one half of the non affiliated directors in presence and the resolutions thereof are to be passed by not less than one half of the non affiliated directors. Where less than three non affiliated directors are present at the Board meeting, such matters shall be submitted to the shareholders' general meeting for approval.

Article 26 An extraordinary Board meeting may resolve by fax and the resolutions shall be signed by the directors in present; provided that the directors shall be guaranteed the right to fully present their opinions.

After full discussion of each motion, the chairman of the meeting shall, at a proper time, propose to the directors present to vote on the motions.

A director has three options: to vote for or against the motion or to abstain from voting. A director present may only vote in accordance with the above options, in case of failure to choose any of the above or choosing two or more of the options, the chairman of the meeting shall require the relevant directors to vote again. Those who refuse to vote again shall be deemed to have waived the voting right. Those who leave the meeting and do not return and has not voted shall be deemed to have waived the voting right.

Article 27 In case of physical meetings, the chairman shall declare the voting results at the meeting. Where votes are cast via facsimile transmission, relevant personnel at the Board office shall collect the votes and conduct a count in a timely manner and notify the directors of the results on the next working day following the expiry of the voting period.

Article 28 Subject to article 35 of the Rules, the Board's approval of the motions and the Board resolutions made therefore shall require approval by not less than one half of all the directors of the Company. Where laws, administrative rules or the Articles provides that any Board resolution shall be approved by more than half of the directors, such provisions shall prevail.

Article 29 The directors concerned shall withdraw to vote where

- (1) required by the Listing Rules of the Shanghai Stock Exchange and the Listing Rules; or
- (2) required by the Articles in case that the director is affiliated with the enterprise concerned with the matters to be resolved on.

Where a director withdraws to vote, the issues in connection with the convening and the resolution of the Board meetings shall be handled according to paragraph 4 of article 25 of the Rules.

Article 30 The Board shall strictly act according to the authorization by the shareholders' meeting and the Articles and shall not make any resolution beyond its authorities.

Article 31 Where more than one 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.

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.

Article 32 A physical Board meeting or a Board meeting held by video or telephone may be fully recorded if necessary.

Article 33 The Board secretary shall be responsible for the minutes of the Board meetings.

Article 34 The minutes of a Board meeting shall include:

- (1) the date, venue and convener of the meeting;
- (2) the names of the directors present at the meeting, the directors authorizing proxies to attend the meeting, and the proxies;
- (3) the agenda of the meeting;
- (4) the major views expressed by the directors; and
- (5) the voting methods and results for each motion. The voting results shall specify the respective number of assenting and dissenting votes.

Article 35 Except for the meeting minutes, the Board secretary may depending on the circumstances produce separate and independent resolution records according to the voting results.

Article 36 The directors present at the meeting shall acknowledge and sign the meeting minutes and the resolution records on their own and/or behalf of the directors he/she is representing. A director shall have the right to add explanatory descriptions to his/her representations at the meeting in the minutes. Where a director dissents from the meeting minutes or the resolution records, the director may explain in writing when signing the minutes.

Article 37 The Board secretary shall make public announcement in respect of Board resolutions according to the relevant rules. All directors and the other individuals (including those without voting rights, the minutes makers and officials) who are present at the meeting shall keep confidential the contents of the resolutions before the same is announced and disclosed to the public.

Article 38 The chairman of the Board shall procure the relevant individuals to implement the Board resolutions, oversee the implementation of the resolutions, and report the progress of implementation of the same at later Board meetings.

Article 39 The Board secretary shall keep and maintain the filings of the Board meetings, including meeting notices and materials, signature books, power of attorneys, audio materials recorded in the meetings, votes, and the meeting minutes and briefings, resolution records and public announcements which are acknowledged by signatures by the directors present at the meetings.

The filings of Board meetings shall be kept for ten (10) years.

CHAPTER 6 — SPECIAL COMMITTEES UNDER THE BOARD

Article 40 The audit committee, nomination committee and remuneration committee set up under the Board shall report to the Board. The special committees are composed of directors, each committee shall comprise no less than three members. The independent directors shall be the majority of each special committee whose convener shall be an independent director. The audit committee shall comprise of non-executive directors, at least one of whom shall be an independent director possessing the necessary accounting qualifications.

Article 41 The audit committee's main duties are:

- (1) to propose to engage or remove external audit firms;
- (2) to monitor the Company's internal audit system and the implementation thereof;

- (3) to coordinate the communication between the internal and external auditors;
- (4) to review the Company's financial information and the disclosure thereof;
- (5) to examine and review the Company's internal control systems;
- (6) to review the Company's material affiliated transactions; and
- (7) to perform other duties authorized by the Board.

Article 42 The nomination committee's main duties are:

- (1) to advise the Board in respect of the Board's scale and composition according to the Company's operation, asset scale and equity structure;
- (2) to widely seek for the candidates qualified for directors and senior management officers;
- (3) to conduct preliminary examinations of the candidates for directors and the senior management officers and to offer advices accordingly; and
- (4) to perform other duties authorized by the Board.

Article 43 The remuneration committee's main duties are:

- (1) to study the performance review standards for directors and senior management officers and to conduct the performance view and offer advices accordingly;
- (2) to study and examine the remuneration policy and schemes for directors and senior management officers; and
- (3) to perform other duties authorized by the Board.

Article 44 Every special committee may engage intermediaries for professional advices at the cost of the Company.

CHAPTER 7 — SUPPLEMENTAL PROVISIONS

Article 45 The Rules, approved by the shareholders' general meeting, shall take effect from the date the domestic shares issued by the Company are listed on the Shanghai Stock Exchange. The Board shall amend the Rules according to the resolutions of the shareholders' general meeting or the approvals of relevant authorities.

- Article 46** References to “Listing Rules” in the Rules are references to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- Article 47** The Rules are an appendix to the Articles. Should any substantive conflict exists between these Rules and the Articles, the Articles shall prevail.
- Article 48** For the purpose of these Rules, the phrase “exceeds” shall be inclusive while the phrases “less than”, “under” or “above” shall be exclusive.
- Article 49** These Rules shall be interpreted by the Board.

**EXPLANATORY NOTE OF THE AMENDMENT OF THE PROCEDURAL RULES
FOR SUPERVISORY COMMITTEE MEETINGS**

In accordance with the requirements of such relevant laws, administrative regulations, departmental regulations and other regulatory documents including the Guidelines on Articles of Association and the Articles, the Company proposes to adopt the Procedural Rules for Supervisory Committee meetings of Ping An Insurance (Group) Company of China, Ltd. The Procedural Rules for Supervisory Committee meetings shall become effective after approval by the Shareholders at the EGM, approval by the relevant regulatory authorities (if applicable) and on completion of the listing of the A Shares.

**PROCEDURAL RULES FOR SUPERVISORY COMMITTEE MEETINGS OF
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.****CHAPTER 1 — GENERAL PROVISIONS**

Article 1 In order to regularize the method of deliberations and voting procedures of the Supervisory Committee of Ping An Insurance (Group) Company of China, Ltd. (“**Company**”), to procure the supervisors and the supervisory committee to effectively perform their duties and obligations, to streamline the corporate governance of the Company, and to protect the lawful rights and interests of the Company, its shareholders and employees, these Rules are formulated according to the Company Law of the People’s Republic of China (“**Company Law**”), the Articles of Association of the Ping An Insurance (Group) Company of China, Ltd. (“**Articles**”) and other relevant laws and administrative regulations.

Article 2 The supervisory committee (“**Committee**”) is the supervisory body lawfully established by the company and shall report to the shareholders’ general meeting.

**CHAPTER 2 — COMPOSITION, DUTIES AND POWERS OF THE SUPERVISORS
AND THE OFFICE OF THE SUPERVISORY COMMITTEE**

Article 3 The Committee shall be composed of nine (9) supervisors, one of whom shall serve as the chairman of the Committee. The term of office of a supervisor is three (3) years. A supervisor may serve consecutive terms if reelected upon expiry of the term.

The chairman of the Committee shall be appointed and removed by resolution passed by more than two-thirds of the Committee members.

The Committee shall be composed of shareholders' representatives, employees' representatives and external supervisors. The shareholders' representatives and external supervisors shall be elected or removed by the shareholders' general meeting, and the employees' representatives shall be elected or removed through employees' representative meeting or otherwise democratically by election. The employees' representatives shall account for at least one-third of the Committee members and the number of external supervisors shall not exceed one-third of the number of Supervisors.

Article 4 A supervisor may resign before the expiry of his term of office. The resigning supervisor shall tender a written resignation to the Committee.

If the number of the supervisors of the Committee falls below the minimum number prescribed by laws due to resignation of a supervisor, such resignation will not become effective until a succeeding supervisor has filled the vacancy resulting therefrom.

Article 5 Where the term of appointment of a supervisor has expired and no new supervisor was elected in time to fill the vacancy, or where a supervisor resigns during his term resulting in the number of supervisors falling below the minimum number prescribed by laws, the outgoing supervisor shall continue to discharge his duties as a supervisor in accordance with laws, administrative regulations and the Articles until a new person is appointed as supervisor in his place.

Article 6 The Committee shall establish an Office of the Committee to handle routine matters.

CHAPTER 3 — CONVENING AND HOLDING OF MEETINGS OF THE COMMITTEE

Article 7 The Committee meetings are divided into regular meetings and extraordinary meetings.

The Committee shall hold at least one meeting every six months. The Committee may convene an extraordinary meeting under any of the following circumstances:

- (1) when the Board meeting has passed any resolution that violates the laws, rules, departmental rules, the various rules and requirements of the regulatory authorities, the Articles, the resolution of the shareholders' general meeting and other relevant provisions;
- (2) when the improper acts conducted by the directors or the senior management officers may cause severe damages to the Company or adverse impacts on the market;

- (3) when any litigation against the Company, any director, supervisor, or senior management officer is brought by any shareholder;
- (4) when the Company, any director, supervisor, or senior management officer is punished by the securities regulatory authorities or publicly reprimanded by any stock exchange;
- (5) other circumstances stipulated in the Articles.

Article 8

To propose to convene an extraordinary Committee meeting, the proposing supervisor shall sign the written proposal, and submit the same to the chairman of the Committee through the Committee office. The written proposal shall set forth the following:

- (1) the name of the proposing supervisor;
- (2) the reason for or the objective facts on which the proposal is based;
- (3) the proposed time or time limit, venue and manner for the meeting;
- (4) the clear and specific motion; and
- (5) the contact information of the proposing supervisor and the date of the proposal.

Article 9

The Committee office shall send the notice for an extraordinary meeting within three working days from the date when the Office of the Committee receives the written proposal from the proposing supervisor.

Article 10

A Committee meeting shall be convened and presided at by the chairman of the Committee. In case the chairman does not or fails to perform his duties, a supervisor jointly appointed by half or more of the supervisors shall convene and preside at the meeting.

Where a supervisor fails to attend the Committee meetings in person twice consecutively and does not appoint another supervisor to attend the meetings on his behalf, the supervisor will be deemed as failing to perform his duties and the shareholders' general meeting or the employee representative meeting shall remove and replace the supervisor.

Article 11

The written notice for convening a regular Committee meeting shall be sent to all supervisors 10 days before the meeting. In case of extraordinary meetings of the Committee, voting on resolutions may be conducted by way of communications and the notice for convening of which shall not be subject to the 10 days' notice period requirement, although it should be ensured that notice shall be delivered to supervisors timely and effectively.

The mode of service and requirements of notices of Committee meetings:

- (1) notices may be sent by: personal delivery; fax, electronic mail or mail;
- (2) notices shall be in Chinese, or if necessary attaching an English version.

Article 12 The notice for a Committee meeting shall include, among other things, the following content:

- (1) the date and venue for the meeting;
- (2) the duration of the meeting;
- (3) matters to be discussed at the meeting (motions);
- (4) the convener of the meeting, the chairman of the meeting, the proposing supervisor and his written proposal in case of an extraordinary meeting;
- (5) materials for the meeting;
- (6) contact persons and contacts details;
- (7) the date of the notice.

Article 13 The quorum of a Committee meeting shall be more than one half of the supervisors. The secretary to the board of directors of the Company may attend Committee meetings without any voting right.

CHAPTER 4 — RESOLUTIONS OF THE COMMITTEE AND MEETING MINUTES

Article 14 Regular Committee meetings shall be held by way of a physical meeting.

Voting at extraordinary meetings of the Committee may be conducted by way of communications. When voting by way of communications, supervisors shall, after confirming their votes by signing the voting slip, fax the same to the Committee office.

Article 15 The chairman of the meeting shall invite supervisors present at the meeting to express their views regarding the motions.

The chairman of the meeting may, in accordance with the proposal of a supervisor before the meeting, request directors, senior management officers, other employees of the Company or representatives of relevant intermediaries to attend the Committee meetings in person to be questioned.

Article 16 Resolutions at Committee meetings shall be made by way of voting and shall be conducted by way of, such as, a show of hands, with the identity of the voter recorded or in writing.

Each supervisor shall have one vote. Resolutions of the Committee shall be made by not less than two-thirds of the supervisors.

Supervisors may vote for or against the proposal or waive his voting right. Supervisors present at a Committee meeting shall choose one of the above. In the case of a failure to choose any of the above or to choose two or more of the above, the chairman of the meeting shall require such supervisor to vote again. A refusal to do so shall be deemed a waiver of his/her voting right. Those who leave the meeting and do not return and has not voted any of the above shall be deemed to have waived his/her voting right.

Article 17 Minutes of the meeting shall be prepared by the Committee office recording the resolutions made at the meeting. The Committee meeting minutes shall contain the followings:

- (1) the series number of the meeting, the date and venue of and the manner in which the Committee meeting was held;
- (2) conditions of serving the meeting notice;
- (3) convener and chairman of the meeting;
- (4) attendance at the meeting;
- (5) motions considered at the meeting, key points and substantive views of supervisors towards the relevant issues and their votes towards the proposal;
- (6) method and results of votes for each motion (stating the number of votes in favor, against or waived);
- (7) other matters the supervisors present at the meeting considered as necessary to be recorded.

For supervisory committee held by telecommunications, the office of the Committee shall compile the meeting minutes with reference to the above provisions.

Article 18 The supervisors present at the meeting and the recorders shall sign on the minutes. The supervisors present at the meeting have the right to require to keep statements in explanation to his presentations at the meeting in the minutes.

Article 19 Supervisors shall procure the relevant personnel in implementing resolutions of the Committee. The chairman of the Committee shall report on the implementation progress of resolutions of the Committee at later meetings of the Committee.

Article 20 Minutes of the Committee meeting, including notices and materials of the meeting, signature books, minutes signed by the supervisors present at the meeting shall be maintained by the Company as the filings shall be kept by the Company for a period of ten years.

CHAPTER 5 — SUPPLEMENTARY PROVISIONS

Article 21 The secretary to the board of directors is responsible to deal with the public announcement of the Committee resolution according to the relevant listing rules and the relevant regulations.

Article 22 For the purpose of the Rules, the phrase “more than” shall be inclusive.

Article 23 The Rules shall take effect after being approved by the resolution at the shareholders’ general meeting and on the date when the domestic shares issued by the Company are listed on the Shanghai Stock Exchange. The Committee shall revise the Rules according to the resolution of the shareholders’ general meeting and the approval of the relevant authorities.

Article 24 The Rules shall form an appendix to the Articles. In case of any material conflicts between the provisions of these Rules and those of the Articles, the Articles shall prevail.

Article 25 The Rules shall be interpreted by the Committee.



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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Ping An Insurance (Group) Company of China, Ltd. (the “Company”) will be held at 10:00 a.m. on Monday, November 13, 2006 at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the announcement of the Company dated September 26, 2006 (the “Announcement”):

SPECIAL RESOLUTIONS:

1. **“THAT**, subject to the approval by the Relevant Governing Authorities, which include the CSRC and CIRC, the allotment and issue of A Shares by the Company in the PRC by way of placing and public offering of new shares and/or such other manner as shall be approved by the Relevant Governing Authorities (“A Share Issue”) and each of the following terms and conditions for the A Share Issue be and are hereby approved one by one:
 - (1) Class of Shares: A Shares;
 - (2) Total number of A Shares to be issued: This issue will not exceed 1.15 billion A Shares, including shares, not exceeding 15% of the amount to be underwritten by the lead underwriters, to be allotted pursuant to the over-allotment option to be granted by the Board to the lead underwriters depending on circumstances;
 - (3) Nominal value: RMB1.00 each;
 - (4) Target subscribers: Members of the PRC public (i.e. PRC individuals, entities and other institutions) having A share accounts with the Shanghai Stock Exchange (except those prohibited under PRC laws and regulations);
 - (5) Issue price: The issue price of the A Share Issue will be determined on the basis of market conditions, the condition prevailing in the PRC securities market at the time of the A Share Issue and market consultation;
 - (6) Use of proceeds: Net proceeds from the A Share Issue will be used to replenish the capital of the Company and/or as approved by the Relevant Governing Authorities;

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- (7) Place of listing: The Shanghai Stock Exchange;
 - (8) The existing and new Shareholders of the Company after completion of the A Share Issue whose names appear on the register of members of the Company shall be entitled to sharing the Company's undistributed retained profits immediately prior to the completion of the A Share Issue;
 - (9) Validity period of this resolution: This special resolution shall be effective for a period of 12 months from the date of the approval by relevant Shareholders at the EGM, the Class Meeting for holders of Domestic Shares and the Class Meeting for holders of H Shares whichever is the last;
 - (10) The Board shall be and is authorized to determine and deal with, at its discretion and with full authority, matters in relation to the A Share Issue and listing on the Shanghai Stock Exchange (including but not limited to the specific timing of issue, number of A Shares to be issued, offering mechanism, pricing mechanism, issue price, structure of the issue and the over-allotment option to be granted to the lead underwriters depending on circumstances etc.) and to amend the Articles and other related documents in accordance with comments from the Relevant Governing Authorities;
 - (11) The Board shall be and is authorized to, at its discretion and with full authority sign, amend or terminate all necessary documents in relation to the A Share Issue and the listing on the Shanghai Stock Exchange and related agreements (including but not limited to the preliminary prospectus, the prospectus, underwriting agreement, sponsors agreements, listing agreement and any related announcements), effect and carry out necessary formalities (including but not limited to procedures for listing of the A Shares on Shanghai Stock Exchange), following completion of the A Share Issue, handle all registration requirements in relation to changes in the registered capital and amendments to the Articles; and in relation to the A Share Issue and the listing on the Shanghai Stock Exchange, handle all approval, registration, filing, consent procedural matters with all relevant governmental departments and authorities outside of the PRC, sign, execute, amend and complete all documents that should be submitted to all relevant governmental departments, authorities, associations, individuals outside of the PRC, and take and undertake all other necessary, appropriate and suitable actions and matters in connection therewith."
2. "THAT, subject to the passing of the above special resolution 1, (a) the amendments to the Articles of Association as set out in Appendix 1 to the circular of the Company to be despatched to Shareholders (the "Circular") be and are hereby approved; and (b) the Board be and is hereby authorised to make further amendments which in its opinion may be necessary, desirable and expedient in accordance with the mandatory requirements of the applicable

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laws and regulations, and as may be required by the Relevant Governing Authorities, and to apply for approvals from the Relevant Governing Authorities after completion of the A Share Issue. The amended Articles of Association shall come into effect on the date of listing of the A Shares issued by the Company when all the relevant approvals from the CIRC are obtained.”

3. “**THAT**, subject to the passing of the above special resolution 2, (a) the adoption of the procedural rules of Shareholders’ meetings as set out in Appendix 2 to the Circular, the adoption of the procedural rules of Board meetings as set out in Appendix 3 to the Circular, the adoption of the procedural rules of the Supervisory Committee meetings as set out in Appendix 4 to the Circular be and are hereby approved; (b) the Board be authorized to make any necessary, appropriate and relevant adjustment to the procedural rules of Shareholders’ meetings and the procedural rules of Board meetings in accordance with the mandatory requirement of the laws, rules and regulatory document as updated from time to time, comments from the relevant regulatory authority and the actual circumstances; and (c) the Supervisory Committee be authorized to make any necessary, appropriate and relevant adjustment to the procedural rules of Supervisory Committee meetings in accordance with the mandatory requirement of the laws, rules and regulatory document as updated from time to time, comments from the relevant regulatory authority and the actual circumstances.

The procedural rules as referred to in this special resolution 3 shall come into effect on the date of listing of the A Shares issued by the Company when all the relevant approvals from the CIRC are obtained.”

By order of the Board of Directors
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.
Ma Mingzhe
Chairman and Chief Executive Officer

Shenzhen, PRC, September 26, 2006

Notes:

1. The proposed A Share Issue

Shareholders are reminded to read carefully the details of the proposed A Share Issue as contained in the Announcement and the Circular of the Company to be despatched to the Shareholders.

2. Amendments to the Articles

Details of the proposed amendments will be set out in Appendix 1 to the Circular which will also be available for inspection on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>) upon despatch of the Circular.

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3. Corporate governance documents

Detail of (a) the procedural rules of Shareholders' meetings; (b) the procedural rules of Board meetings; and (c) the procedural rules of Supervisory Committee meetings will be set out in Appendices 2 to 4 respectively to the Circular and will also be available for inspection on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>) upon despatch of the Circular.

4. Eligibility for attending the EGM

In order to determine the list of Shareholders who are entitled to attend the EGM, the registers of members will be closed from Saturday, October 14, 2006 to Monday, November 13, 2006 (both dates inclusive) during which period no transfer of shares will be effected. Holders of H Shares and Domestic Shares of the Company whose names appear on the registers of members of the Company on Monday, November 13, 2006 are entitled to attend and vote at the EGM.

To qualify for attendance and vote at the EGM, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, October 13, 2006.

5. Proxy

- (1) Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a Shareholder. Any Shareholder who wishes to appoint a proxy should read the Circular.
- (2) The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized. To be valid, for holders of Domestic Shares, the form of proxy and notarized power of attorney or other document of authorization must be delivered to Secretariat of the Board of the Company not less than 24 hours before the time appointed for the EGM. To be valid, for holders of H Shares, the above documents must be delivered to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, within the same period (form of proxy for use at the EGM has been attached herewith).
- (3) A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.

6. Registration procedures for attending the EGM

- (1) A Shareholder or his proxy should produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce proof of identity and a copy of the resolution of the Board or other governing body of such Shareholder appointing such legal representative to attend the meeting.
- (2) Shareholders who intend to attend the meeting in person or by proxy should return the reply slip to the Company's principal place of business in the PRC or Hong Kong on or before Tuesday, October 24, 2006 by hand, by post or by fax. The Company's principal place of business in the PRC is at Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC (Tel: (86 755) 8226 2888, Fax: (86 755) 8243 1029). The contact persons are LIU Cheng (劉程) (Tel: (86 755) 2262 2101) and WANG Xiaoli (王小利) (Tel: (86 755) 2262 2828). The Company's principal place of business in Hong Kong is at 11th Floor, Dah Sing Financial Center, 108 Gloucester Road, Wan Chai, Hong Kong (Tel: (852) 2827 1883, Fax: (852) 2802 0018).

7. Closure of Register of Members

The register of members of the Company will be closed for transfers of H Shares from Saturday, October 14, 2006 to Monday, November 13, 2006 (both dates inclusive).

8. Miscellaneous

The EGM is expected to be held for less than half a day. Shareholders who attend the meeting shall bear their own travelling and accommodation expenses.



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)

NOTICE IS HEREBY GIVEN that a class meeting for holders of H Shares (“**H Shares Shareholders Class Meeting**”) of Ping An Insurance (Group) Company of China, Ltd. (“**Company**”) will be held at 11:00 a.m. (or immediately after the conclusion and adjournment of the EGM and the Class Meeting for holders of Domestic Shares) at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC on Monday, November 13, 2006 to consider and, if thought fit, to pass the following resolution. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the announcement of the Company dated September 26, 2006 (the “**Announcement**”):

SPECIAL RESOLUTION

“**THAT**, conditional upon the approval of the same by shareholders of the Company at the EGM and by the holders of Domestic Shares at the Class Meeting for holders of Domestic Shares to be convened and subject to the approval by the Relevant Governing Authorities, which include the CSRC and CIRC, the allotment and issue of A Shares by the Company in the PRC by way of placing and public offering of new shares and/or such other manner as shall be approved by the Relevant Governing Authorities (“**A Share Issue**”) and each of the following terms and conditions for the A Share Issue be and are hereby approved one by one:

- (1) Class of Shares: A Shares;
- (2) Total number of A Shares to be issued: This issue will not exceed 1.15 billion A Shares, including shares, not exceeding 15% of the amount to be underwritten by the lead underwriters, to be allotted pursuant to the over-allotment option to be granted by the Board to the lead underwriters depending on circumstances;
- (3) Nominal value: RMB1.00 each;
- (4) Target subscribers: Members of the PRC public (i.e. PRC individuals, entities and other institutions) having A share accounts with the Shanghai Stock Exchange (except those prohibited under PRC laws and regulations);
- (5) Issue price: The issue price of the A Share Issue will be determined on the basis of market conditions, the condition prevailing in the securities market at the time of the A Share Issue and market consultation;

NOTICE OF H SHARES SHAREHOLDERS CLASS MEETING

- (6) Use of proceeds: Net proceeds from the A Share Issue will be used to replenish the capital of the Company and/or as approved by the Relevant Governing Authorities;
- (7) Place of listing: The Shanghai Stock Exchange;
- (8) The existing and new Shareholders of the Company after completion of the A Share Issue whose names appear on the register of members of the Company shall be entitled to sharing the Company's undistributed retained profits immediately prior to the completion of the A Share Issue;
- (9) Validity period of this resolution: This special resolution shall be effective for a period of 12 months from the date of the approval by relevant Shareholders at the EGM, the Class Meeting for holders of Domestic Shares and the H Shares Shareholders Class Meeting whichever is the last;
- (10) The Board shall be and is authorized to determine and deal with, at its discretion and with full authority, matters in relation to the A Share Issue and listing on the Shanghai Stock Exchange (including but not limited to the specific timing of issue, number of A Shares to be issued, offering mechanism, pricing mechanism, issue price, structure of the issue and the over-allotment option to be granted to the lead underwriters depending on circumstances etc.) and to amend the Articles and other related documents in accordance with comments from the Relevant Governing Authorities;
- (11) The Board shall be and is authorized to, at its discretion and with full authority sign, amend or terminate all necessary documents in relation to the A Share Issue and the listing on the Shanghai Stock Exchange and related agreements (including but not limited to the preliminary prospectus, the prospectus, underwriting agreement, sponsors agreements, listing agreement and any related announcements), effect and carry out necessary formalities (including but not limited to procedures for listing of the A Shares on the Shanghai Stock Exchange), following completion of the A Share Issue, handle all registration requirements in relation to changes in the registered capital and amendments of the Articles; and in relation to the A Share Issue and the listing on the Shanghai Stock Exchange, handle all approval, registration, filing, consent procedural matters with all relevant governmental departments and authorities outside of the PRC, sign, execute, amend and complete all documents that should be submitted to all relevant governmental departments, authorities, associations, individuals outside of the PRC, and take and undertake all other necessary, appropriate and suitable actions and matters in connection therewith."

By order of the Board of Directors
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.
Ma Mingzhe

Chairman and Chief Executive Officer

Shenzhen, PRC, September 26, 2006

NOTICE OF H SHARES SHAREHOLDERS CLASS MEETING

Notes:

1. The proposed A Share Issue and the Company's proposed plan in relation to the use of proceeds from the A Share Issue

Shareholders are reminded to read carefully details of the proposed A Share Issue as well as the relevant content of the proposal made by the Company in relation to the use of proceeds from the A Share Issue as contained in the Announcement and the circular to be despatched to the Shareholders.

2. Closure of register of members and eligibility for attending the H Shares Shareholders Class Meeting

Holders of H Shares of the Company are advised that the register of members of the Company will close from Saturday, October 14, 2006 to Monday, November 13, 2006 (both days inclusive), during which time no transfer of H Shares of the Company will be effected and registered. In order to qualify for attendance at the H Shares Shareholders Class Meeting, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, by 4:00 p.m. on Friday, October 13, 2006.

Holders of H Shares of the Company whose names appear on the register of members of the Company maintained in Hong Kong on Monday, November 13, 2006 are entitled to attend the H Shares Shareholders Class Meeting.

3. Notice of attendance

Shareholders who intend to attend the H Shares Shareholders Class Meeting should complete and lodge the accompanying reply slip and return it to the Company's principal place of business in PRC or Hong Kong on or before Tuesday, October 24, 2006. The reply slip may be delivered by hand, by post or by fax to the Company's principal place of business in PRC or Hong Kong. The Company's principal place of business in the PRC is at Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC (Tel: (86 755) 8226 2888, Fax: (86 755) 8243 1029). The contact persons are LIU Cheng (劉程) (Tel: (86 755) 2262 2101) and WANG Xiaoli (王小利) (Tel: (86 755) 2262 2828). The Company's principal place of business in Hong Kong is at 11th Floor, Dah Sing Financial Center, 108 Gloucester Road, Wan Chai, Hong Kong (Tel: (852) 2827 1883, Fax: (852) 2802 0018). Completion and return of the reply slip do not affect the right of a Shareholder to attend the H Shares Shareholders Class Meeting. However, a failure to return the reply slip may result in an adjournment of the H Shares Shareholders Class Meeting, if the number of Shares carrying the right to vote represented by the Shareholders proposing to attend the H Shares Shareholders Class Meeting by the reply slip does not reach more than half of the total number of H Shares of the Company carrying the right to vote at the H Shares Shareholders Class Meeting.

4. Proxy

Every Shareholder who has the right to attend and vote at the H Shares Shareholders Class Meeting is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his behalf at the H Shares Shareholders Class Meeting.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H share registrar not less than 24 hours before the time appointed for the holding of the H Shares Shareholders Class Meeting. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H share registrar.

5. Other businesses

The H Shares Shareholders Class Meeting is expected to last for half an hour. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.