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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)

- (I) PROPOSED DISTRIBUTION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**
- (II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND**
- (III) PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS**

I. PROPOSED DISTRIBUTION OF FINAL DIVIDEND

On March 17, 2022, the board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) proposed to distribute a final dividend (the “**Final Dividend**”) of RMB1.50 (tax inclusive) per share in cash for the year ended December 31, 2021. According to the articles of association of the Company (the “**Articles of Association**”), the Final Dividend will be denominated and declared in Renminbi. The Final Dividend for A shares of the Company (the “**A Shares**”) will be paid in Renminbi and the Final Dividend for H shares of the Company (the “**H Shares**”) will be paid in Hong Kong dollars. The proposed distribution of the Final Dividend is subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting (the “**AGM**”) to be held on Friday, April 29, 2022.

According to the *Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies (No. 7) – Repurchase of Shares* (《上海證券交易所上市公司自律監管指引第7號——回購股份》) and other relevant regulations, the A Shares registered in the Company’s repurchased securities account (if any) after the trading hours on the record date for the Final Dividend (see below) in respect of the holders of A Shares (the “**A Shareholders**”) shall not be entitled to the distribution of the Final Dividend.

EXPECTED TIMETABLE

The expected timetable for, inter alia, the distribution of the Final Dividend as set out below is

indicative only. The expected timetable is subject to change, and any such change will be announced in separate announcement(s) by the Company as and when appropriate:

Closure of the register of members

Record date of A Shareholders for the AGM	Wednesday, April 20, 2022
Latest time for lodging transfers of the H Shares to qualify for the AGM	4:30 p.m. on Tuesday, April 19, 2022
Closure of the register of the holders of H Shares (the “ H Shareholders ”) for the AGM	Wednesday, April 20, 2022 to Friday, April 29, 2022 (both days inclusive)
Record date of the H Shareholders for the AGM	Wednesday, April 20, 2022
AGM	2:00 p.m. on Friday, April 29, 2022
Record date of the A Shareholders for the Final Dividend	Friday, June 17, 2022
Latest time for lodging transfers of the H Shares to qualify for the Final Dividend	4:30 p.m. on Thursday, June 2, 2022
Closure of register of the H Shareholders for the Final Dividend	Friday, June 3, 2022 to Wednesday, June 8, 2022 (both days inclusive)
Record date of the H Shareholders for the Final Dividend	Wednesday, June 8, 2022

During the above closure periods, no transfer of H Shares will be registered. To be eligible to attend the AGM and/or qualify for the Final Dividend, all properly completed transfer documents together with the relevant share certificates must be lodged for registration with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than the aforementioned latest time and date.

Payment/distribution

Payment of the Final Dividend for A Shares	Monday, June 20, 2022
Payment of the Final Dividend for H Shares	Monday, June 20, 2022

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On March 17, 2022, the Board and the supervisory committee of the Company (the “**Supervisory Committee**”) resolved to propose certain amendments to the Articles of Association and its appendices, respectively (the “**Proposed Amendments**”). The Proposed Amendments are subject to the Shareholders’ approval by way of a special resolution at the AGM and will become effective upon approval by the China Banking and Insurance Regulatory Commission (the “**CBIRC**”).

The full text of the Proposed Amendments is set out in Appendix I to this announcement.

III. PROPOSED APPOINTMENT OF THE NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

On March 17, 2022, the Supervisory Committee resolved to propose to appoint Ms. Zhu Xinrong (“**Ms. Zhu**”), Mr. Liew Fui Kiang (“**Mr. Liew**”) and Mr. Hung Ka Hai Clement (“**Mr. Hung**”) as independent supervisors of the Company (the “**Proposed Appointments**”). The Proposed Appointments are subject to the approval by the Shareholders at the AGM, and the qualifications of the proposed supervisors (“**Supervisor(s)**”) of the Company being approved by the CBIRC.

The biographical details of the proposed Supervisors are set out in Appendix II to this announcement.

It is proposed that each of the independent Supervisors will receive an annual fee of RMB600,000. In addition, the standard rate of RMB10,000/meeting as working allowance for the Supervisors attending the meetings in person (excluding the meeting held by way of written communication). However, different meetings attended separately at the same time will not be counted cumulatively and will be counted as one meeting. The Supervisor who attend the meeting by proxy will not receive the working allowance for such meeting.

It is proposed that each of the proposed independent Supervisor will be appointed to hold office until the expiry of the term of the 10th session of the Supervisory Committee. If appointed, the Company will enter into a service contract with each of the Supervisor.

According to the Articles of Association, the term of each session of the Supervisory Committee is three years, and the Supervisors are eligible for re-election upon expiry of their term of office subject to the provisions under the Articles of Association.

Save as disclosed in this announcement, as at the date of this announcement, each of the above-mentioned proposed non-employee representative Supervisor (i) did not hold any directorships in other listed companies in the last three years, or hold any other positions in the Company or any of its subsidiaries; (ii) did not have any relationship with any Director, Supervisor, senior management or substantial shareholders of the Company; and (iii) did not have or was deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinances (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed in this announcement, as at the date of this announcement, the Board and the

Supervisory Committee are not aware of any other matters in relation to the appointment of the above-mentioned proposed non-employee representative Supervisors that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

IV. GENERAL

A circular containing, inter alia, details of (i) the proposed distribution of the Final Dividend; (ii) the Proposed Amendments; (iii) the Proposed Appointment; and (iv) the notice of AGM will be despatched to the Shareholders in due course.

By order of the Board
Sheng Ruisheng
Joint Company Secretary

Shenzhen, the PRC, March 17, 2022

As at the date of this announcement, the executive directors of the Company are Ma Mingzhe, Xie Yonglin, Tan Sin Yin, Yao Jason Bo and Cai Fangfang; the non-executive directors of the Company are Soopakij Chearavanont, Yang Xiaoping and Huang Wei; the independent non-executive directors of the Company are Ouyang Hui, Ng Sing Yip, Chu Yiyun, Liu Hong, Ng Kong Ping Albert and Jin Li.

APPENDIX I - PROPOSED AMENDMENTS

The Proposed Amendments have been underlined (if applicable) for ease of reference.

1. Proposed Amendments to the Articles of Association

Existing Articles of Association	Revised Articles of Association
<p>Article 9 The Company enacted these 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>	<p>Article 9 The Company enacted these Articles of Association of the Company (these “Articles of Association”) in accordance with <u>the relevant laws and administrative regulations of the PRC including</u> the Company Law, Securities Law and other relevant laws and administrative regulations of the PRC.</p>
<p>Article 29 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 the 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. 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 do so within 30 days, failing which the shareholders shall be entitled to exercise their rights for the benefit of the Company. 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>	<p>Article 29 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 the shares <u>or other equity securities of the Company listed and traded on the Shanghai Stock Exchange</u> 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. <u>Except for</u> 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, <u>and other circumstances specified by the CSRC.</u> <u>The shares or other equity securities held by the director, supervisor, senior management, or a natural person shareholder as mentioned in the preceding paragraph shall include the shares or other equity securities held by his or her spouse, parents, and children or held through any other person’s account.</u> If the board of directors of the Company fails to carry out in accordance with above provision <u>the first paragraph of this Article</u>, the shareholders shall be entitled to demand the board of directors to do so within 30 days, failing which the shareholders shall be entitled to exercise their rights <u>directly institute an action in the people’s court in the name thereof</u> for the benefit of the Company. 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>
<p>Article 63 Holders of ordinary shares of the Company shall have the</p>	<p>Article 63 Holders of ordinary shares of the Company shall have the</p>

Existing Articles of Association	Revised Articles of Association
<p>following obligations:</p> <p>(1) abide by the relevant laws, administrative regulations, regulatory requirements and these Articles of Association, exercise shareholder’s rights in accordance with the law; protect the Company’s reputation, support the Company’s business development and shall not directly or indirectly interfere with the decision making or daily operation and management of the Company conducted according to the law;</p> <p>(2) contribute to the registered capital according to the amount of shares subscribed for and the method of purchasing such shares;</p> <p>(3) bear responsibility for the Company’s debts to the extent of their shareholding in the Company and, unless according to the laws or regulations, shall not give up their shares;</p> <p>(4) 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; shareholders abusing shareholders’ rights and resulting in damage to the Company or other shareholders shall bear the compensation responsibility in accordance with laws; shareholders abusing the Company’s separate legal existence and the limited liability of shareholders, avoiding debt, resulting in serious damage to the Company relationship with its creditors, shall bear joint responsibility for the Company’s debt;</p> <p>(5) any contributed capital and shareholding shall comply with regulatory requirements, and shares held by nominees or at a ratio higher than the permitted percentage shall not be allowed. If the contribution by or behaviors of any shareholder are in violation of laws, regulations and relevant regulatory requirements, the shareholder shall not exercise shareholders’ rights including the voting right, the entitlement to dividends and the right to nominate candidates, and shall undertake to accept the regulatory actions to be taken by the CBIRC, such as the restrictions on shareholders’ rights and the order to transfer shareholding.</p> <p>Investor who holds more than 5% of the issued shares of the Company by means of trading through the stock exchanges, shall apply for the approval by the CBIRC within five days after the occurrence of the fact. The CBIRC shall have the right to request the investor who do not meet the relevant qualification requirements to transfer the shares.</p>	<p>following obligations, <u>in addition to performing shareholder obligations in accordance with the Company Law and other laws, regulations and regulatory provisions:</u></p> <p>(1) abide by the relevant laws, administrative regulations, regulatory requirements and these Articles of Association, exercise shareholder’s rights in accordance with the law; protect the Company’s reputation, support the Company’s business development and shall not directly or indirectly interfere with the decision making or daily operation and management of the Company conducted according to the law;</p> <p>(2) contribute to the registered capital according to the amount of shares subscribed for and the method of purchasing such shares;</p> <p>(3) bear responsibility for the Company’s debts to the extent of their shareholding in the Company and, unless according to the laws or regulations, shall not give up their shares;</p> <p>(4) not to abuse rights afforded to shareholders and harm the Company or interests of other shareholders; <u>shareholders shall</u> not to abuse the Company’s separate legal existence or the limited liability of shareholders to violate the rights of the Company’s creditors; shareholders abusing shareholders’ rights and resulting in damage to the Company or other shareholders shall bear the compensation responsibility in accordance with laws; shareholders abusing the Company’s separate legal existence and the limited liability of shareholders, avoiding debt, resulting in serious damage to the Company relationship with its creditors, shall bear joint responsibility for the Company’s debt;</p> <p><u>(4) shareholders and its controlling shareholder and de facto controller shall neither abuse rights afforded to shareholders or use the affiliation to harm the legitimate rights and interests of the Company and other shareholders or other interested parties nor interfere with the decision-making power and management power of the board of directors and senior management under the Articles of Association, nor bypass the board of directors and senior management and directly interfere with the operation and management of the Company;</u></p> <p><u>the above bodies abusing shareholders’ rights or using the affiliation and resulting in damage to the Company or other shareholders shall bear the compensatory liability in accordance with laws;</u></p> <p>(5) any contributed capital and shareholding shall comply</p>

Existing Articles of Association	Revised Articles of Association
<p>If the holding of a number of shares that exceeds the permitted number provided above (the “Excess Shares”) by the Company’s shareholders is not approved by the CBIRC, then prior to obtaining the approval of the CBIRC in exercising his rights as a shareholder prescribed by Article 58, he shall be subject to the following restrictions in respect of the Excess Shares, including but not limited to:</p> <p>(i) the Excess Shares do not carry any voting rights at the general meeting or any class meeting of shareholders; and</p> <p>(ii) the Excess Shares do not carry any right of nominating directors and supervisors provided in these Articles of Association; and</p> <p>(iii) the Excess Shares do not carry any right of receiving dividends.</p> <p>Notwithstanding the foregoing, a shareholder holding Excess Shares shall not be subject to any restrictions in exercising his rights under Article 58(6).</p> <p>In the event that the holding of the Excess Shares by the Company’s shareholders is not approved by the CBIRC, such shareholders shall transfer the Excess Shares within the time period as stipulated by the CBIRC from the date of disapproval by the CBIRC.</p> <p>(6) persons holding the Company’s foreign shares (other than approved clearing houses by Hong Kong laws or other representatives of the same (“Recognized Clearing House”)), shall inform the Company’s share registrar in time, and report to the board of directors of the Company for record when there are any changes in their legal representative, company name, business address, business scope, or other major events. In respect of a Recognized Clearing House, when its authorized signatories, company name or address change, it shall inform the Company’s registrar in time; and</p> <p>(7) shareholders shall support the Company to improve its solvency when the Company fails to meet the regulatory requirements;</p> <p>(8) obey and implement the resolutions passed at the shareholders’ general meeting;</p> <p>(9) cooperate with regulatory authorities to carry out investigations and risk disposition when risk events or serious non-compliance activities concerning the Company occur;</p> <p>(10) not to damage the interests of other shareholders and the Company and not to agree that the pledgee or the affiliated parties shall exercise the voting rights when any shareholder pledges the shares of the Company;</p> <p>(11) other obligations stipulated in laws, administrative</p>	<p>with regulatory requirements, and shares held by nominees or at a ratio higher than the permitted percentage shall not be allowed. <u>Shareholders shall use their own funds from lawful sources to acquire shares of the Company, and may not use entrusted funds, debt funds, or other non-self-owned funds to acquire shares of the Company, unless otherwise provided by laws and regulations or regulatory systems. The percentage of shareholding and the number of institution invested by shareholders shall comply with regulatory requirements, and it is not allowed to entrust others or accept others’ entrustment to hold the Company’s shares.</u></p> <p>If the contribution by or behaviors of any shareholder are in violation of laws, regulations and relevant regulatory requirements <u>and commitments made by such shareholder</u>, the shareholder shall not exercise shareholders’ rights including the voting right, the entitlement to dividends and the right to nominate candidates, and shall undertake to accept the regulatory actions to be taken by the CBIRC, such as the restrictions on shareholders’ rights and the order to transfer shareholding.</p> <p><u>Shareholders’ contributions and shareholding behaviors in violation of laws, regulations and relevant regulatory requirements include:</u></p> <ol style="list-style-type: none"> <u>1. change of shareholders without obtaining approval from or filing with the CBIRC;</u> <u>2. change in the de facto controller of shareholders without filing with the CBIRC;</u> <u>3. entrusting others or accepting others’ entrustment to hold equity in the Company;</u> <u>4. disguised control of equity through acceptance of voting proxies, transfer of income rights, etc.;</u> <u>5. using insurance funds to directly or indirectly self-inject or falsely increase capital;</u> <u>6. other capital contributions and shareholding behaviors that do not meet regulatory requirements.</u> <p>Investor who holds more than 5% of the issued shares of the Company by means of trading through the stock exchanges, shall apply for the approval by the CBIRC within five days after the occurrence of the fact. The CBIRC shall have the right to request the investor who do not meet the relevant qualification requirements to transfer the shares.</p> <p>If the holding of a number of shares that exceeds the permitted number provided above (the “Excess Shares”) by the Company’s shareholders is not approved by the CBIRC, then prior to obtaining the approval of the CBIRC</p>

Existing Articles of Association	Revised Articles of Association
<p>regulations and these Articles of Association. 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>	<p>in exercising his rights as a shareholder prescribed by Article 58, he shall be subject to the following restrictions in respect of the Excess Shares, including but not limited to:</p> <ul style="list-style-type: none"> (i) the Excess Shares do not carry any voting rights at the general meeting or any class meeting of shareholders; and (ii) the Excess Shares do not carry any right of nominating directors and supervisors provided in these Articles of Association; and (iii) the Excess Shares do not carry any right of receiving dividends. <p>Notwithstanding the foregoing, a shareholder holding Excess Shares shall not be subject to any restrictions in exercising his rights under Article 58(6). In the event that the holding of the Excess Shares by the Company's shareholders is not approved by the CBIRC, such shareholders shall transfer the Excess Shares within the time period as stipulated by the CBIRC from the date of disapproval by the CBIRC.</p> <p>(6) persons holding the Company's foreign shares (other than approved clearing houses by Hong Kong laws or other representatives of the same ("Recognized Clearing House")), shall inform the Company's share registrar in time, and report to the board of directors of the Company for record when there are any changes in their legal representative, company name, business address, business scope, or other major events. In respect of a Recognized Clearing House, when its authorized signatories, company name or address change, it shall inform the Company's registrar in time; and</p> <p>(7) shareholders shall support the Company to improve its solvency when the Company fails to meet the regulatory requirements;</p> <p>(87) obey and implement the resolutions passed at the shareholders' general meeting;</p> <p>(98) cooperate with regulatory authorities to carry out investigations and risk disposition when risk events or serious non-compliance activities concerning the Company occur;</p> <p>(109) <u>comply with laws, regulations and regulatory provisions</u>, not to damage the interests of other shareholders and the Company <u>when any shareholder transfers or pledges the shares of the Company or carry out connected transactions with the Company</u>; and not to agree that the pledgee or the affiliated parties shall exercise the voting rights when any shareholder pledges the shares of the Company;</p> <p><u>(10) notify the Company of the relevant situation in</u></p>

Existing Articles of Association	Revised Articles of Association
	<p><u>writing in a timely manner in accordance with laws, regulations and regulatory provisions if the shares of the Company held are involved in litigation, arbitration, are subject to legal compulsory measures taken by the judicial authorities, among others, are pledged or released from a pledge;</u></p> <p><u>(11) if any connected relationship exists between shareholders holding 5% or more of the Company’s shares, such shareholders shall report in writing to the board of directors of the Company within five working days from the date on which such relationship takes place, and the report shall contain at least the names of the connected shareholders and an overview of the connected relationship;</u></p> <p><u>(12) if there are changes in the controlling shareholder, de facto controller, affiliated party, person acting in concert, or beneficial owner of the shareholder, the relevant shareholder shall notify the Company of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions;</u></p> <p><u>(13) in accordance with laws, regulations and regulatory provisions, truthfully notify the Company of its financial information, equity structure, source of funds to acquire shares, controlling shareholder, de facto controller, affiliated party, person acting in concert, beneficial owner, investment in another financial institutions, and other information;</u></p> <p><u>(14) notify the Company of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions upon the occurrence of a merger, separation, suspension of business for overhaul, designated custody, receivership, abolishment, or any other measure, or commencement of a dissolution, liquidation, bankruptcy procedure, or changes in its legal representative, company name, business premises, business scope and other material matters;</u></p> <p><u>Any holders of the Company’s foreign shares (if the shareholders are clearing houses recognized by Hong Kong laws or agent thereof (“Recognized Clearing House”) otherwise), shall inform the Company’s share registrar in time, and report to the board of directors of the Company for record when there are any changes in their legal representative, company name, business premises, business scope, or other major events. If the shareholder is a Recognized Clearing House, when its authorized signatories, company name or address change, it shall inform the Company’s registrar in time;</u></p> <p><u>(+15) Other obligations stipulated by laws, administrative</u></p>

Existing Articles of Association	Revised Articles of Association
	<p>regulations and these Articles of Association. <u>Except as otherwise provided in these Articles of Association</u>, 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. <u>Unless otherwise stipulated by laws, administrative regulations or regulatory requirements, the Company shall not freeze or otherwise impair any right of any person for the reason that the person fails to disclose that he directly or indirectly enjoys rights attached to the shares of the Company.</u></p>
<p>Article 64 In addition to the requirements set forth in Article 63, shareholders holding 5% or more of the Company’s shares with voting rights shall also undertake the following obligations: (1) notify the Company in writing on the day of occurrence where the shares of the Company held are involved in litigation, arbitration, pledges or release of pledges; (2) if any connected relationship exists between shareholders holding 5% or more of the Company’s shares, such shareholders shall report in writing to the board of directors of the Company within five working days from the date on which such relationship takes place, containing at least the name of the connected shareholders and an overview of the connected relationship; (3) shall faithfully notify the Company of information on the controlling shareholder and de facto controller; if there is any change in the controlling shareholder and de facto controller, notify the Company in writing of such changes as well as affiliated parties and the connected relationship within five working days upon the occurrence of those changes, and perform procedures as specified in regulations; (4) notify the Company in writing within fifteen working days upon the occurrence of a merger, separation, dissolution, bankruptcy, closing down, takeover and other material matters or changes in its legal representative, company name, site for business operation, business scope and other material matters. Unless otherwise stipulated by laws, administrative regulations or regulatory requirements, the Company shall not freeze or otherwise impair any right of any person for the reason that the person fails to disclose that he directly or indirectly enjoys rights attached to the shares of the Company.</p>	<p>Article 64 In addition to the requirements set forth in Article 63, shareholders holding 5% or more of the Company’s shares with voting rights shall also undertake the following obligations: (1) notify the Company in writing on the day of occurrence where the shares of the Company held are involved in litigation, arbitration, pledges or release of pledges; (2) if any connected relationship exists between shareholders holding 5% or more of the Company’s shares, such shareholders shall report in writing to the board of directors of the Company within five working days from the date on which such relationship takes place, containing at least the name of the connected shareholders and an overview of the connected relationship; (3) shall faithfully notify the Company of information on the controlling shareholder and de facto controller; if there is any change in the controlling shareholder and de facto controller, notify the Company in writing of such changes as well as affiliated parties and the connected relationship within five working days upon the occurrence of those changes, and perform procedures as specified in regulations; (4) notify the Company in writing within fifteen working days upon the occurrence of a merger, separation, dissolution, bankruptcy, closing down, takeover and other material matters or changes in its legal representative, company name, site for business operation, business scope and other material matters. Unless otherwise stipulated by laws, administrative regulations or regulatory requirements, the Company shall not freeze or otherwise impair any right of any person for the reason that the person fails to disclose that he directly or indirectly enjoys rights attached to the shares of the Company. <u>Substantial shareholders shall give a long-term</u></p>

Existing Articles of Association	Revised Articles of Association
	<p><u>undertaking in writing to the Company to replenish its capital when necessary, and shall, if necessary, replenish the Company's capital. The substantial shareholder mentioned in above Article refers to the shareholder who holds or controls more than five percent of the shares or voting rights of the Company, or the shareholder who holds less than five percent of the total capital or total shares but has significant influence on the operation and management of the Company.</u></p>
<p>Article 65 The Company's shareholders shall not make use of its connected relationship to harm the Company's interests. Shareholders contravening the regulations resulting in the Company suffering losses shall compensate the Company. The Company's controlling shareholder and de facto controller owes a duty of honour to the Company and the Company's other shareholders. The controlling shareholder must strictly comply with the laws in exercising its rights as capital contributor. Controlling shareholders must not use distribution of dividends, reorganization of assets, external investments, capital consumption, loans and guarantees, use of insurance funds, connected transactions etc., and shall not exploit their position to harm the Company or other shareholders.</p>	<p>Article 65 The Company's shareholders shall not make use of its connected relationship to harm the Company's interests. Shareholders contravening the regulations resulting in the Company suffering losses shall compensate the Company. The Company's controlling shareholder and de facto controller owes a duty of honour to the Company and the Company's other shareholders. The controlling shareholder must strictly comply with the laws in exercising its rights as capital contributor. Controlling shareholders must not use distribution of dividends, reorganization of assets, external investments, capital consumption, loans and guarantees, use of insurance funds, connected transactions etc., and shall not exploit their position to harm the Company or other shareholders.</p>
<p>Article 74 When the Company convenes an annual general meeting, a written notice to notify all registered shareholders must be given no later than 20 business days before the meeting; when the Company convenes an extraordinary general meeting, a written notice to notify all registered shareholders must be given no later than the longer of 10 business days or 15 days before the meeting. Such notice shall contain the matters to be considered at the meeting as well as the date and venue of the meeting. The Company shall report the notice to the CBIRC in writing and by email 10 days prior to the meeting.</p>	<p>Article 74 When the Company convenes an annual general meeting, a written notice to notify all registered shareholders must be given no later than 20 business days before the meeting; when the Company convenes an extraordinary general meeting, a written notice to notify all registered shareholders must be given no later than the longer of 10 business days or 15 days before the meeting. Such notice shall contain the matters to be considered at the meeting as well as the date and venue of the meeting. The Company shall promptly report the notice to the CBIRC in writing and by email 10 days prior to the meeting.</p>
<p>Article 99 When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights according to the number of voting shares with voting rights attached they represent. Each share shall have one vote. 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>Article 99 When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights according to the number of voting shares with voting rights attached they represent. Each share shall have one vote. 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>

Existing Articles of Association	Revised Articles of Association
<p>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>	<p>The board of directors, independent directors and, certain qualified shareholders of the Company <u>and other entities in compliance with laws and regulations</u> may canvass the Company's shareholders for votes at shareholders' general meetings.</p>
<p>Article 119 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.</p>	<p>Article 119 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 <u>permanently</u>.</p>
<p>Article 137 The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers: (1) to be responsible for convening shareholders' general meetings and reporting its work to the shareholders' general meetings; (2) to implement the resolutions of the shareholders' general meeting; (3) to determine the Company's management and operation plans and investment schemes; (4) to formulate the Company's annual budgets and final accounts; (5) to formulate the Company's profits distribution plans and loss recover plans; (6) to formulate plans of increasing or decreasing the Company's registered capital, and issuing corporate bonds or other securities, and listing plans; (7) to draft plans for important acquisition or acquisition of the shares of the Company because of the circumstances (1) and (2) as required in Article 36 of these Articles of Association or the plans of merger, division, dissolution and change of the formation of the Company; (8) to determine the setup of the Company's internal management structure; (9) to appoint and remove the Company's senior management and decide their remuneration, reward and reprimand matters; (10) to formulate the Company's basic management system and regulations; to formulate and enhance working mechanisms of the Company, such as internal control, compliance, risk, development planning; (11) to formulate proposals to amend these Articles of Association; to formulate procedural rules of shareholders' general meeting, procedural rules of the board of directors</p>	<p>Article 137 The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers: (1) to be responsible for convening shareholders' general meetings and reporting its work to the shareholders' general meetings; (2) to implement the resolutions of the shareholders' general meeting; (3) to determine the Company's management and operation plans and investment schemes; (4) to formulate <u>plans of</u> the Company's annual budgets and final accounts; (5) to formulate the Company's profits distribution plans and loss recover plans; (6) to formulate plans of increasing or decreasing the Company's registered capital, and issuing corporate bonds or other securities, and listing plans; (7) <u>to formulate</u> draft plans for important acquisition or acquisition of the shares of the Company because of the circumstances (1) and (2) as required in Article 36 of these Articles of Association or the plans of merger, division, dissolution and change of the formation of the Company; (8) to determine the setup of the Company's internal management structure; (9) to appoint and remove the Company's senior management and decide their remuneration, reward and reprimand matters, <u>supervise the performance of their duties in accordance with regulatory requirements</u>; (10) to formulate the Company's basic management system and regulations; to formulate and enhance working mechanisms of the Company, such as internal control, compliance, risk, development planning; (11) to formulate proposals to amend these Articles of Association; to formulate procedural rules of shareholders'</p>

Existing Articles of Association	Revised Articles of Association
<p>and to consider the working rules of the special committees of the board of directors;</p> <p>(12) to manage the issues in respect of the Company's information disclosure;</p> <p>(13) to decide on issues in respect of the material investment, acquisition or sale of assets, disposal and write-off of assets, asset mortgage, external guarantee, entrusted financing, affiliated transactions, etc. as authorized by shareholders' general meetings;</p> <p>...</p> <p>(19) to exercise other powers as provided by laws, administrative rules or these Articles of Association and as authorized by the shareholders' general meeting.</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> <p>The powers of the board of directors described in this Article shall be exercised collectively by the board of directors. The statutory powers of the board of directors shall generally not be delegated to the chairman of the board of directors, any director or any other individual or institution. Where it is necessary, it shall be done by means of resolution of the board of directors. The board of directors shall only delegate its power once to a single specific matter, and shall not grant power generally or permanently to any other institution or individual of the Company.</p>	<p>general meeting, procedural rules of the board of directors and to consider the working rules of the special committees of the board of directors;</p> <p>(12) to manage <u>to be responsible for</u> the issues in respect of the Company's information disclosure <u>and assume ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of accounting and financial reports;</u></p> <p>(13) to decide on issues in respect of the material investment, acquisition or sale of assets, disposal and write-off of assets, asset mortgage, external guarantee, entrusted financing, affiliated transactions, <u>data governance, donations,</u> etc. as authorized by shareholders' general meetings;</p> <p>...</p> <p>(19) <u>to determine the development strategies of the Company and oversee their implementation;</u></p> <p><u>(20) to determine capital plans of the Company and assume ultimate responsibility for capital or solvency management;</u></p> <p><u>(21) to determine risk tolerance, risk management and internal control policies of the Company and assume ultimate responsibility for overall risk management;</u></p> <p><u>(22) to regularly assess and improve corporate governance;</u></p> <p><u>(23) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(24) to establish a mechanism for identifying, reviewing and managing conflicts of interest between the Company and shareholders, especially substantial shareholders;</u></p> <p><u>(25) to assume responsibility for the management of shareholders' affairs;</u></p> <p><u>(26)</u> to exercise other powers as provided by laws, administrative rules or these Articles of Association and as authorized by the shareholders' general meeting.</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 <u>and the matters specified in Article 144 of the Articles of Association</u> shall be passed by over <u>not less than</u> two-thirds of the directors.</p> <p>The powers of the board of directors described in this Article shall be exercised collectively by the board of directors. The statutory powers of the board of directors <u>as stipulated in the Company Law</u> shall generally not be delegated to the chairman of the board of directors, any director or any other individual or institution. Where #</p>

Existing Articles of Association	Revised Articles of Association
	<p><u>certain specific decision-making matter</u> is necessary, it shall be done by means of resolution of the board of directors. The board of directors shall only delegate its power once to a single specific matter, and shall not grant power generally or permanently to any other institution or individual of the Company.</p>
<p>Article 144 The board of directors may convene extraordinary board meeting and conduct the voting via telecommunications. The 14-day prior notice requirement need not apply in this situation provided that notice of such a meeting shall be delivered to the directors and supervisors in a timely and effectively manner. No meeting shall be convened by way of voting via telecommunications in respect of any proposals voted by the board of directors in relation to the profit distribution plan, remuneration plan, major investment and assets disposal, appointment and discharge of senior management, and other proposals regarding the risk management of the Company.</p>	<p>Article 144 The board of directors may convene extraordinary board meeting and conduct the voting via telecommunications <u>circulating of a written resolution</u>. The 14-day prior notice requirement need not apply in this situation provided that notice of such a meeting shall be delivered to the directors and supervisors in a timely and effectively manner. No meeting shall be convened by way of voting via telecommunications <u>circulating of a written resolution</u> in respect of any proposals voted by the board of directors in relation to <u>major events including</u> the profit distribution plan, remuneration plan, major investment <u>and material assets disposal plan</u>, appointment and discharge of senior management, <u>capital replenishment plan, recommendation of candidates for independent directors</u>, and other proposals regarding the risk management of the Company, <u>which shall also be passed by not less than two-thirds of the directors</u>.</p>
<p>Article 146 Unless otherwise required in these Articles of Association, the quorum for a board of directors meeting shall be more than one half of the directors, including the directors authorized to attend pursuant to Article 150. Each director shall be entitled to one vote. Unless otherwise required in these Articles of Association, resolutions of the board of directors shall be passed by more than half of all the directors. When the number of votes for and against a resolution is equal, the chairman of the board shall not have a casting vote. Voting at a board of directors meeting shall be by a show of hands.</p>	<p>Article 146 Unless otherwise required in these Articles of Association, the quorum for a board of directors meeting shall be more than one half of the directors, including the directors authorized to attend pursuant to Article 150. Each director shall be entitled to one vote. Unless otherwise required in these Articles of Association, resolutions of the board of directors shall be passed by more than <u>over one</u> half of all the directors. When the number of votes for and against a resolution is equal, the chairman of the board shall not have a casting vote. Voting at a board of directors meeting shall be by a show of hands, <u>oral, circulating of a written resolution or electronic ballot</u>.</p>
<p>Article 158 The supervisory committee shall be composed of five persons, which includes one shareholder representative supervisor, two independent supervisors and two employee representative supervisors. The term of office of a supervisor shall be three years. A supervisor may serve consecutive terms if re-elected upon the expiration of his term. The shareholder representative</p>	<p>Article 158 The supervisory committee shall be composed of five persons, which includes one shareholder representative supervisor, two <u>three</u> independent supervisors and two employee representative supervisors. The term of office of a supervisor shall be three years. A supervisor may serve consecutive terms if re-elected upon the expiration of his term. The shareholder representative</p>

Existing Articles of Association	Revised Articles of Association
<p>supervisor and independent supervisors shall be elected and dismissed at the shareholders' general meeting, and the employee representative supervisors shall be elected and dismissed by the employees of the Company at the employees' representative meeting or through other democratic means.</p>	<p>supervisor and independent supervisors shall be elected and dismissed at the shareholders' general meeting, and the employee representative supervisors shall be elected and dismissed by the employees of the Company at the employees' representative meeting or through other democratic means.</p>
<p>Article 161 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.</p>	<p>Article 161 The Committee shall hold at least one meeting every six months <u>four meetings every year.</u> The chairman of the supervisory committee shall be responsible for convening meetings of the supervisory committee. Supervisors may propose to convene an extraordinary meeting. <u>Resolutions of the supervisory committee can be voted in two ways: on-site meeting and circulating of a written resolution. If written resolutions were adopted, the meeting of the supervisory committee shall guarantee the full expression of the supervisors' opinions which should be signed by the supervisors attending the meeting.</u> <u>If a supervisor is unable to attend the on-site meeting of the supervisory committee in person for any reason, he/she may appoint another supervisor in writing to attend on his/her behalf. The provisions of the matters should be specified in the power of attorney of directors in Article 150 of the Articles of Association apply to the power of attorney of supervisors.</u></p>
<p>Article 165 Minutes of the meeting shall be prepared by the supervisory committee recording resolutions made in relation to the matters considered. The supervisors attending the meeting and the person taking minutes shall sign the minutes of meeting. The supervisors are entitled to add explanatory descriptions to their representations made at the meeting. The 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.</p>	<p>Article 165 Minutes of the meeting shall be prepared by the supervisory committee recording resolutions made in relation to the matters considered. The supervisors attending the meeting and the person taking minutes shall sign the minutes of meeting. The supervisors are entitled to add explanatory descriptions to their representations made at the meeting. The 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 <u>permanently.</u></p>
<p>Article 228 The Company shall formulate various basic management systems, including but not limited to, connected transactions, information disclosure, internal control compliance and internal audit in accordance with the laws, regulations and requirements of securities regulatory authorities where the Company's shares are listed as well as other regulatory authorities such as the CBIRC.</p>	<p>Article 228 The Company shall formulate various basic management systems, including but not limited to, connected transactions, information disclosure, internal control compliance and internal audit in accordance with the laws, regulations and requirements of securities regulatory authorities where the Company's shares are listed as well as other regulatory authorities such as the CBIRC. <u>The Company shall establish a system for loss absorption and risk resistance, so that the Company can resume normal operations by taking relevant measures</u></p>

Existing Articles of Association	Revised Articles of Association
	<u>under major risk, and dispose quickly and orderly in the event that the Company is unable to continue its operations, and maintain the key business and services uninterrupted during the disposal process, so as to maintain financial stability.</u>

2. Proposed Amendments to appendix to the Articles of Association – Procedural Rules for Shareholders’ General Meetings

Existing Provisions of Procedural Rules for Shareholders’ General Meetings	Revised Provisions of Procedural Rules for Shareholders’ General Meetings
<p>Article 18 When the Company convenes an annual general meeting, a written notice to notify all registered shareholders must be given no later than 20 business days before the meeting; when the Company convenes an extraordinary general meeting, a written notice to notify all registered shareholders must be given no later than the longer of 10 business days or 15 days before the meeting. Such notice shall contain the matters to be considered at the meeting as well as the date and venue of the meeting. The Company shall report the notice to the CBIRC in writing and by email 10 days prior to the meeting.</p>	<p>Article 18 When the Company convenes an annual general meeting, a written notice to notify all registered shareholders must be given no later than 20 business days before the meeting; when the Company convenes an extraordinary general meeting, a written notice to notify all registered shareholders must be given no later than the longer of 10 business days or 15 days before the meeting. Such notice shall contain the matters to be considered at the meeting as well as the date and venue of the meeting. The Company shall promptly report the notice to the CBIRC in writing and by email 10 days prior to the meeting.</p>
<p>Article 45 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.</p>	<p>Article 45 The board of directors, independent director, and certain qualified shareholders of the Company <u>and other entities in compliance with laws and regulations</u> 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.</p>
<p>Article 54 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.</p>	<p>Article 54 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 permanently.</p>

3. Proposed Amendments to appendix to the Articles of Association – Procedural Rules for Board Meetings

Existing Provisions of Procedural Rules for Board Meetings	Revised Provisions of Procedural Rules for Board Meetings
<p>Article 7</p> <p>The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(1) to be responsible for convening shareholders' general meetings and reporting its work to the shareholders' general meetings;</p> <p>(2) to implement the resolutions of the shareholders' general meeting;</p> <p>(3) to determine the Company's management and operation plans and investment schemes;</p> <p>(4) to formulate the Company's annual budgets and final accounts;</p> <p>(5) to formulate the Company's profits distribution plans and loss recover plans;</p> <p>(6) to formulate plans of increasing or decreasing the Company's registered capital, and issuing corporate bonds or other securities, and listing plans;</p> <p>(7) to draft plans for important acquisition or acquisition of the shares of the Company due to the reduction of its registered capital or merger with other companies that hold shares of the Company or the plans of merger, division, dissolution and change of formation of the Company;</p> <p>(8) to determine the setup of the Company's internal management structure;</p> <p>(9) to appoint and remove the Company's senior management and decide their remuneration, reward and reprimand matters;</p> <p>(10) to formulate the Company's basic management system and regulations; to formulate and enhance working mechanisms of the Company, such as internal control, compliance, risk, development planning;</p> <p>(11) to formulate proposals to amend the Articles of Association; to formulate procedural rules of shareholders' general meeting, procedural rules of the board of directors and to consider the working rules of the special committees of the board of directors;</p> <p>(12) to manage the issues in respect of the Company's information disclosure;</p> <p>(13) to decide on issues in respect of the material investment, acquisition or sale of assets, disposal and write-off of assets, asset mortgage, external guarantee, entrusted financing, affiliated transactions, etc. as authorized by shareholders' general meetings;</p> <p>...</p> <p>(19) to exercise other powers as provided by laws, administrative rules or the Articles of Association and as authorized by the shareholders' general meeting.</p>	<p>Article 7</p> <p>The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(1) to be responsible for convening shareholders' general meetings and reporting its work to the shareholders' general meetings;</p> <p>(2) to implement the resolutions of the shareholders' general meeting;</p> <p>(3) to determine the Company's management and operation plans and investment schemes;</p> <p>(4) to formulate <u>plans of</u> the Company's annual budgets and final accounts;</p> <p>(5) to formulate the Company's profits distribution plans and loss recover plans;</p> <p>(6) to formulate plans of increasing or decreasing the Company's registered capital, and issuing corporate bonds or other securities, and listing plans;</p> <p>(7) <u>to formulate</u> draft plans for important acquisition or acquisition of the shares of the Company due to the reduction of its registered capital or merger with other companies that hold shares of the Company or the plans of merger, division, dissolution and change of formation of the Company;</p> <p>(8) to determine the setup of the Company's internal management structure;</p> <p>(9) to appoint and remove the Company's senior management and decide their remuneration, reward and reprimand matters, <u>supervise the performance of their duties in accordance with regulatory requirements;</u></p> <p>(10) to formulate the Company's basic management system and regulations; to formulate and enhance working mechanisms of the Company, such as internal control, compliance, risk, development planning;</p> <p>(11) to formulate proposals to amend the Articles of Association; to formulate procedural rules of shareholders' general meeting, procedural rules of the board of directors and to consider the working rules of the special committees of the board of directors;</p> <p>(12) to manage <u>to be responsible for</u> the issues in respect of the Company's information disclosure <u>and assume ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of accounting and financial reports;</u></p> <p>(13) to decide on issues in respect of the material investment, acquisition or sale of assets, disposal and write-off of assets, asset mortgage, external guarantee, entrusted financing, affiliated transactions, <u>data governance,</u></p>

Existing Provisions of Procedural Rules for Board Meetings	Revised Provisions of Procedural Rules for Board Meetings
<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> <p>The powers of the board of directors described in this Article shall be exercised collectively by the board of directors. The statutory powers of the board of directors shall generally not be delegated to the chairman of the board of directors, any director or any other individual or institution. Where it is necessary, it shall be done by means of resolution of the board of directors. The board of directors shall only delegate its power once to a single specific matter, and shall not grant power generally or permanently to any other institution or individual of the Company.</p>	<p><u>donations</u>, etc. as authorized by shareholders' general meetings;</p> <p>...</p> <p><u>(19) to determine the development strategies of the Company and oversee their implementation;</u></p> <p><u>(20) to determine capital plans of the Company and assume ultimate responsibility for capital or solvency management;</u></p> <p><u>(21) to determine risk tolerance, risk management and internal control policies of the Company and assume ultimate responsibility for overall risk management;</u></p> <p><u>(22) to regularly assess and improve corporate governance;</u></p> <p><u>(23) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(24) to establish a mechanism for identifying, reviewing and managing conflicts of interest between the Company and shareholders, especially substantial shareholders;</u></p> <p><u>(25) to assume responsibility for the management of shareholders' affairs;</u></p> <p><u>(26) to exercise other powers as provided by laws, administrative rules or the Articles of Association and as authorized by the shareholders' general meeting.</u></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 <u>and the matters specified in Article 18 of these Procedural Rules</u> shall be passed by over <u>not less than</u> two-thirds of the directors.</p> <p>The powers of the board of directors described in this Article shall be exercised collectively by the board of directors. The statutory powers of the board of directors <u>as stipulated in the Company Law</u> shall generally not be delegated to the chairman of the board of directors, any director or any other individual or institution. Where it <u>certain specific decision-making matter</u> is necessary, it shall be done by means of resolution of the board of directors. The board of directors shall only delegate its power once to a single specific matter, and shall not grant power generally or permanently to any other institution or individual of the Company.</p>
<p>Article 18</p> <p>The board of directors may convene extraordinary board meeting and conduct the voting via telecommunications. The 14-day prior notice requirement need not apply in this situation provided that notice of such a meeting shall be delivered to the directors and supervisors in a timely and</p>	<p>Article 18</p> <p>The board of directors may convene extraordinary board meeting and conduct the voting via telecommunications <u>circulating of a written resolution</u>. The 14-day prior notice requirement need not apply in this situation provided that notice of such a meeting shall be delivered to the</p>

Existing Provisions of Procedural Rules for Board Meetings	Revised Provisions of Procedural Rules for Board Meetings
<p>effectively manner. No meeting shall be convened by way of voting via telecommunications in respect of any proposals voted by the board of directors in relation to the profit distribution plan, remuneration plan, major investment and assets disposal, appointment and discharge of senior management, and other proposals regarding the risk management of the Company.</p>	<p>directors and supervisors in a timely and effectively manner. No meeting shall be convened by way of voting via telecommunications <u>circulating of a written resolution</u> in respect of any proposals voted by the board of directors in relation to <u>major events including</u> the profit distribution plan, remuneration plan, major investment <u>and material assets disposal plan</u>, appointment and discharge of senior management, <u>capital replenishment plan</u>, <u>recommendation of candidates for independent directors</u>, and other proposals regarding the risk management of the Company, <u>which shall also be passed by not less than two-thirds of the directors</u>.</p>
<p>Article 25 Each director shall be entitled to one vote. Unless otherwise required in these rules of procedure, resolutions of the board of directors shall be passed by more than half of all the directors. When the number of votes for and against a resolution is equal, the chairman of the board shall not have a casting vote. Voting at a board of directors meeting shall be by a show of hands. ...</p>	<p>Article 25 Each director shall be entitled to one vote. Unless otherwise required in these rules of procedure, resolutions of the board of directors shall be passed by more than <u>over one</u> half of all the directors. When the number of votes for and against a resolution is equal, the chairman of the board shall not have a casting vote. Voting at a Board of Directors meeting shall be by a show of hands, <u>oral, electronic ballot or circulating of a written resolution</u>. ...</p>
<p>Article 27 In the event that an on-site meeting is held, the chairman of the meeting shall announce the statistical results at the site. If voting is carried out by way of facsimile, upon completion of voting by the directors, relevant personnel of the office of the board of directors shall collect and count the votes of directors in a timely manner, and make an announcement to the directors on the voting results in the business day following the end of the prescribed time limit.</p>	<p>Article 27 In the event that an on-site meeting is held, the chairman of the meeting shall announce the statistical results at the site. If voting is carried out by way of facsimile <u>circulating of a written resolution</u>, upon completion of voting by the directors, relevant personnel of the office of the board of directors shall collect and count the votes of directors in a timely manner, and make an announcement to the directors on the voting results in the business day following the end of the prescribed time limit.</p>
<p>Article 28 Except for the events prescribed in Article 25 of these Procedural Rules, when the board of directors considers and approves proposals in the agenda and adopts relevant resolutions, the assenting votes of more than half of all directors on such proposals must be obtained. Where it is required by laws, administrative regulations and the provisions of the Articles of Association that the approval of more directors shall be obtained, such provisions shall apply.</p>	<p>Article 28 Except for the events prescribed in Article 25 of these Procedural Rules, when the board of directors considers and approves proposals in the agenda and adopts relevant resolutions, the assenting votes of more than half of all directors on such proposals must be obtained. Where it is required by laws, administrative regulations and the provisions of the Articles of Association that the approval of more directors shall be obtained, such provisions shall apply.</p>
<p>Article 40 The strategy and investment committee, audit and risk management committee, nomination and remuneration</p>	<p>Article 39 The strategy and investment committee, audit and risk management committee, nomination and remuneration</p>

Existing Provisions of Procedural Rules for Board Meetings	Revised Provisions of Procedural Rules for Board Meetings
<p>committee, related party transaction control and consumer rights protection committee set up under the board of directors shall report to the board of directors. All members of each professional committee shall be directors, and each professional committee shall comprise of no fewer than three members. The independent directors shall be the majority in each special committee. The convener of the audit and risk management committee, nomination and remuneration committee and related party transaction control and consumer rights protection committee shall be an independent director and the convener of the strategy and investment committee shall be the Chairman of the board of directors. The audit and risk management committee shall comprise of non-executive directors, at least one of whom shall be an independent director possessing the necessary accounting qualifications.</p>	<p>committee, related party transaction control and consumer rights protection committee set up under the board of directors shall report to the board of directors. All members of each professional committee shall be directors, and each professional committee shall comprise of no fewer than three members. The independent directors shall be the majority in each special committee. The convener of the audit and risk management committee, nomination and remuneration committee and related party transaction control and consumer rights protection committee shall be an independent director and <u>serve as the convener</u>; the convener of the strategy and investment committee shall be the Chairman of the board of directors. The audit and risk management committee shall comprise of non-executive directors, at least one of whom shall be an independent director possessing the necessary accounting qualifications.</p>

Note: Save as the table above, if the article numbering is changed due to the deletion of certain articles, the revised Procedural Rules for Board Meetings as so amended shall be changed accordingly, including the references.

4. Proposed Amendments to appendix to the Articles of Association – Procedural Rules for Supervisory Committee Meetings

Existing Provisions of Procedural Rules for Supervisory Committee Meetings	Revised Provisions of Procedural Rules for Supervisory Committee Meetings
<p>Article 3 The supervisory committee shall be composed of five persons, which includes one shareholder representative supervisor, two independent supervisors and two employee representative supervisors. The term of office of a supervisor shall be three years. A supervisor may serve consecutive terms if re-elected upon the expiration of his term. The shareholder representative supervisor and independent supervisors shall be elected and dismissed at the shareholders' general meeting, and the employee representative supervisors shall be elected and dismissed by the employees of the Company at the employees' representative meeting or through other democratic means. ...</p>	<p>Article 3 The supervisory committee shall be composed of five persons, which includes one shareholder representative supervisor, two <u>three</u> independent supervisors and two employee representative supervisors. The term of office of a supervisor shall be three years. A supervisor may serve consecutive terms if re-elected upon the expiration of his term. The shareholder representative supervisor and independent supervisors shall be elected and dismissed at the shareholders' general meeting, and the employee representative supervisors shall be elected and dismissed by the employees of the Company at the employees' representative meeting or through other democratic means. ...</p>
<p>Article 8 The meetings of the Supervisory Committee are divided into regular meetings and extraordinary meetings. The Committee shall hold at least one meeting every six months. ...</p>	<p>Article 8 The meetings of the Supervisory Committee are divided into regular meetings and extraordinary meetings. The Committee shall hold at least one meeting every six months <u>four meetings every year</u>. ...</p>

Existing Provisions of Procedural Rules for Supervisory Committee Meetings	Revised Provisions of Procedural Rules for Supervisory Committee Meetings
	<u>If a supervisor is unable to attend the on-site meeting of the Supervisory Committee in person for any reason, he/she may appoint another supervisor in writing to attend on his/her behalf. The power of attorney shall contain the name of the proxy, the matters of proxy, the scope of authorization and the validity period, and shall be signed or sealed by the proxy.</u>
<p>Article 12 When a regular meeting of the supervisory committee is convened, a notice shall be issued in writing to all supervisors 10 days before the meeting. The supervisory committee may convene an extraordinary meeting and conduct the voting via telecommunications. The 10-day prior notice requirement need not apply in this situation provided that notice of such a meeting shall be delivered to the supervisors in a timely and effectively manner. ...</p>	<p>Article 12 When a regular meeting of the supervisory committee is convened, a notice shall be issued in writing to all supervisors 10 days before the meeting. The supervisory committee may convene an extraordinary meeting and conduct the voting via telecommunications. The 10-day prior notice requirement need not apply <u>when an extraordinary meeting of the supervisory committee is convened,</u> in this situation provided that notice of such a meeting shall be delivered to the supervisors in a timely and effectively manner. ...</p>
<p>Article 15 Regular meetings of the supervisory committee shall be held by the way of on-site meeting. Extraordinary meetings of the supervisory committee may be held by telecommunication means. When a resolution is to be voted and adopted by telecommunication means, supervisors shall fax their votes to the office of the supervisory committee upon signature and confirmation.</p>	<p>Article 15 Regular meetings of the supervisory committee shall be held by the way of on-site meeting. Extraordinary meetings of the supervisory committee may be held by telecommunication means. When a resolution is to be voted and adopted by telecommunication means, supervisors shall fax their votes to the office of the supervisory committee upon signature and confirmation. <u>Resolutions of the supervisory committee can be voted in two ways: on-site meeting and circulating of a written resolution. If written resolutions were adopted, the meeting of the supervisory committee shall guarantee the full expression of the supervisors' opinions which should be signed by the supervisors attending the meeting.</u></p>
<p>Article 18 Minutes of the meeting shall be prepared by the office of the supervisory committee recording resolutions made in relation to the matters considered. The minutes of the meetings shall include the following contents: ... (7) other matters as deemed necessary by the supervisors present at the meeting. As regards supervisory committee meetings which are convened by telecommunication means, the office of the supervisory committee shall prepare the minutes with reference to the above provisions.</p>	<p>Article 18 Minutes of the meeting shall be prepared by the office of the supervisory committee recording resolutions made in relation to the matters considered. The minutes of the meetings shall include the following contents: ... (7) other matters as deemed necessary by the supervisors present at the meeting. As regards supervisory committee meetings which are convened by telecommunication means, the office of the supervisory committee shall prepare the minutes with reference to the above provisions.</p>
<p>Article 21 The meeting files of the Supervisory Committee, including</p>	<p>Article 21 The meeting files of the Supervisory Committee, including</p>

Existing Provisions of Procedural Rules for Supervisory Committee Meetings	Revised Provisions of Procedural Rules for Supervisory Committee Meetings
<p>notices of meeting, meeting documents, signature attendance records and resolutions signed by supervisors present at the meeting, shall be kept by the Company for a period of ten years.</p>	<p>notices of meeting, meeting documents, signature attendance records and resolutions signed by supervisors present at the meeting, shall be kept by the Company for a period of ten years permanently.</p>
<p>Article 23 The term of “not less than” used in these Procedural Rules shall include the number itself.</p>	<p>Article 23 The term of “not less than” used in these Procedural Rules shall include the number itself; <u>while the terms of “under”, “less than” and “above” shall not include the number itself.</u></p>

The Proposed Amendments are prepared in the Chinese language and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

APPENDIX II - BIOGRAPHICAL DETAILS OF THE PROPOSED NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

<p>Ms. Zhu Xinrong</p> <p>Aged 65</p>	<p>Other major offices</p> <p>Ms. Zhu is currently a second-level professor in finance, doctoral supervisor and the head of the doctoral supervisor group in finance, as well as a director of the Hubei Provincial Collaborative Innovation Center of “Industrial Upgrade and Regional Finance” of Zhongnan University of Economics and Law. Ms. Zhu also serves as an executive council member of the China Society for Finance and Banking, the deputy director of the Academic Committee of the Hubei Finance Society and a member of the Second National Financial Professional Degree Postgraduate Teaching Steering Committee. Ms. Zhu is also an independent non-executive director of Wuhan Credit Investment Group.</p> <p>Past offices</p> <p>Ms. Zhu was a decision support consultant of the Hubei Provincial Committee of the Communist Party of China and a member of the Advisory Committee of the Hubei Provincial People’s Government. Ms. Zhu served as an independent supervisor of Tri-Ring Group Corporation, an independent non-executive director of Guangdong San He Pile Co., Ltd, Hubei Xianning Rural Commercial Bank, Changjiang Property & Casualty Insurance Co., Ltd, Dalian Friendship (Group) Co., Ltd, Hainan HaiDe Asset Management Limited and Zhongbai Holdings Group Co., Ltd.</p> <p>Educational background and qualifications</p> <p>Doctorate degree in Money and Banking from Zhongnan University of Economics and Law (previously known as Zhongnan University of Economics)</p>
<p>Mr. Liew Fui Kiang</p> <p>Aged 55</p>	<p>Other major offices</p> <p>Mr. Liew currently serves as an independent non-executive director of Shandong Gold Mining Co., Ltd, China Apex Group Limited, Zhengye International Holdings Company Limited and Zhongchang International Holdings Group Limited. Mr Liew is a Fellow of the Hong Kong Institute of Directors.</p> <p>Past offices</p> <p>Mr. Liew served as an independent non-executive director for Baoshan Iron & Steel Company Limited and the chairman of PacRay International Holdings Limited.</p> <p>Educational background and qualifications</p> <p>Master of Business Administration from the University of Hull Business School, United Kingdom Bachelor of Laws from the University of Leeds, United Kingdom Solicitor of Hong Kong and Solicitor of England and Wales</p>

<p>Mr. Hung Ka Hai Clement (Former Name : Hung Yu Sum Clement)</p>	<p>Other major offices Mr. Hung is currently serving as an independent non-executive director of Gome Finance Technology Co., Ltd (formerly known as Sino Credit Holdings Limited), SY Holdings Group Limited (formerly known as Sheng Ye Capital Limited), Aoyuan Healthy Life Group Company Limited, China East Education Holdings Limited, Huarong International Financial Holdings Limited, Skyworth Group Limited and Hong Kong Aerospace Technology Group Limited and a non-executive director of High Fashion International Limited.</p> <p>Past offices Mr. Hung has served Deloitte China for 31 years where he had assumed the chairman role of Deloitte China and a board member of Deloitte International. Mr. Hung served as the Guangzhou Institute of Certified Public Accountants consultant. He also served as a member of the Political Consultative Committee of Luohu District, Shenzhen. After his retirement as the chairman of Deloitte China, Mr. Hung was appointed as an expert consultant of the Ministry of Finance in the People’s Republic of China. Mr. Hung was an independent non-executive director and then a non-executive director of SMI Holdings Group Limited, an independent non-executive director, and then a non-executive director and subsequently re-designated to an independent non-executive director of Lerthai Group Limited (formerly known as LT Commercial Real Estate Limited). Mr. Hung was also an independent non-executive director of Zhongchang International Holdings Group Limited (formerly known as Henry Group Holdings Limited) and Tibet Water Resources Ltd.</p> <p>Educational background and qualifications Bachelor of Arts in Accountancy from the University of Lincoln, United Kingdom (previously The Polytechnic, Huddersfield) Life member of The Institute of Chartered Accountants in England and Wales.</p>
<p>Aged 66</p>	