

China Pacific Insurance (Group) Co., Ltd.

Articles of Association

Record of Preparation of and Amendments to the Articles of Association

No.	Issues	Date Of decision	Meeting	Ref No. of Approval document
1	Preparation of the Articles	25 April 1991	The first meeting of the first session of the board of directors of China Pacific Insurance Company	Approval of the Establishment of China Pacific Insurance Company (Yin Fu [1991] No. 149)
2	Amendments to the Articles	5 September 1995	The annual general meeting of China Pacific Insurance Company for 1995	Approval of the Articles of Association of China Pacific Insurance Company (Yin Fu [1995] No. 61)
3	Amendments to the Articles	6 April 2001	The annual general meeting of China Pacific Insurance Company for 2000	Approval of the Change from China Pacific Insurance Company to China Pacific Insurance (Group) Co., Ltd. (Bao Jian Bian Shen [2001] No. 26)
4	Amendments to the Articles	16 August 2001	The first extraordinary general meeting of China Pacific Insurance Company for 2001	Approval of Confirmation on the Nature, Shareholder and Promoter and Other Matters of China Pacific Insurance Company (Bao Jian Fu [2001] No. 239)
5	Amendments to the Articles	8 August 2002	The first extraordinary general meeting of China Pacific Insurance (Group) Co., Ltd. for 2002	Approval of the Change of Capital Amount and Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Bian Shen [2002] No. 119)
6	Amendments to the Articles	22 April 2003	The annual general meeting of China Pacific Insurance (Group) Co., Ltd. for 2002	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fu [2003] No. 94)
7	Amendments to the Articles	28 February 2007	The second extraordinary general meeting of China Pacific Insurance (Group) Co., Ltd. for 2007	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fa Gai [2007] No. 619)
8	Amendments to the Articles	30 April 2007	The annual general meeting of China Pacific Insurance (Group) Co., Ltd. for 2006	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fa Gai [2007] No. 1183)
9	Amendments to the Articles	11 June 2007	The fourth extraordinary general meeting of China Pacific Insurance (Group) Co., Ltd. for 2007	
10	Amendments to the Articles	21 March 2008	The first extraordinary general meeting of China Pacific Insurance (Group) Co., Ltd. for 2008	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fa Gai [2008] No. 559)

No.	Issues	Date Of decision	Meeting	Ref No. of Approval document
11	Amendments to the Articles	26 May 2009	The annual general meeting of China Pacific Insurance (Group) Co., Ltd. for 2008	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fa Gai [2009] No. 763)
12	Amendments to the Articles	31 August 2009	The second extraordinary general meeting of China Pacific Insurance (Group) Co., Ltd. for 2009	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fa Gai [2010] No. 695)
13	Amendments to the Articles	3 June 2010	The annual general meeting of China Pacific Insurance (Group) Co., Ltd. for 2009	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fa Gai [2010] No. 960)
14	Amendments to the Articles	18 May 2011	The annual general meeting of China Pacific Insurance (Group) Co., Ltd. for 2010	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fa Gai [2011] No. 954)
15	Amendments to the Articles	11 May 2012	The annual general meeting of China Pacific Insurance (Group) Co., Ltd. for 2011	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fa Gai [2012] No. 765)
16	Amendments to the Articles	25 October 2012	The first extraordinary general meeting of China Pacific Insurance (Group) Co., Ltd. for 2012	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fa Gai [2012] No. 1531)
17	The 16th amendment	9 June 2017	The annual general meeting of China Pacific Insurance (Group) Co., Ltd. for 2016	Approval of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Xu Ke [2017] No. 846)

Chapter I General Provisions

Article 1 These Articles of Association are formulated 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 *Insurance Law of the People's Republic of China* (the “**Insurance Law**”), the *Constitution of the Communist Party of China* (the “**Party Constitution**”), the *Special Provisions of the State Council on the Offshore Offering and Listing of Companies Limited By Shares* (the “**Special Provisions**”), the *Mandatory Provisions for the Articles of Association of Companies Listing Overseas and the Guidelines on the Articles of Association of Listed Companies* prescribed by the China Securities Regulatory Commission (the “**CSRC**”), the Guiding Opinion on Standardizing the Corporate Governance Structure of Insurance Companies (For Trial Implementation) and the *Opinion Concerning Standardizing the Articles of Association of Insurance Companies* prescribed by the China Insurance Regulatory Commission (the “**CIRC**”), the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* (the “**HKSE**”) (the “**Listing Rules**”) and other relevant laws and regulations for the purposes of protecting the legitimate rights and interests of the Company and its shareholders and creditors and regulating the organization and activities of the Company.

Article 2 China Pacific Insurance Co., Ltd. is a joint stock insurance company established in 1991 upon approval by the People's Bank of China via an approval document (*Yin Fu* [1991] No. 149). On 13 May 1991, the Company registered its incorporation with the State Administration for Industry and Commerce (the “**SAIC**”) and obtained the Enterprise Legal Person Business License. In accordance with the requirements stipulated in the Company Law and the Insurance Law, and upon confirmation by an approval reply issued by the CIRC (Bao Jian Fu [2001] No. 239), China Pacific Insurance Co., Ltd. is to be regulated as a joint stock company with limited liability and its name has been changed to China Pacific Insurance (Group) Co., Ltd. (the “**Company**”). On 24 October 2001, the Company obtained a replacement of the Enterprise Legal Person Business License issued by the SAIC and the unified social credit code is 91310000132211707B.

Article 3 The registered name of the Company shall be: 中國太平洋保險(集團)股份有限公司. The English name in full shall be: CHINA PACIFIC INSURANCE (GROUP) CO., LTD.

Article 4 The address of the Company shall be: South Tower, Bank of Communications Financial Building, 190 Central Yincheng Road, Pudong New District, Shanghai.

Postal Code: 200120

Telephone: (0086) 21 5877 6688

Fax: (0086) 21 6887 0922

Website: www.cpic.com.cn

Article 5 The legal representative of the Company shall be the chairman of the board of directors (the “**Board**”) of the Company.

Article 6 The Company shall be a perpetually existing company limited by shares.

Article 7 The entire capital of the Company shall be divided into shares of equal value and shareholders shall be liable for the liabilities of the Company to the extent of their respective shareholdings and the Company shall be liable for its debts to the extent of all its assets.

Article 8 The Company shall establish its leading party members’ group of the Communist Party of China (the “**Leading Party Group**”) and commence the activities of the Party as stipulated in the Company Law and the Party Constitution. The Company shall fulfill all necessary conditions to carry out the activities of the Leading Party Group.

The Leading Party Group is an organic component of the corporate governance structure of the Company. The establishment, segregation of duties and works of the Leading Party Group shall be included in the management mechanism, management policies and work standards of the Company. The Company shall adhere to and optimize the leadership mechanism on cross-appointment, under which, eligible members of the Leading Party Group, the Board of Directors, the Supervisory Committee and the senior management may involve in cross-appointment. The Chairman of the Board shall concurrently serve as the secretary to the Leading Party Group.

The Leading Party Group shall play its core political role and develop its core leadership function in the Company. In making decision for material issues of the Company, the Board of Directors shall first seek for the opinion of the Leading Party Group of the Company. For significant issues regarding operation and management, such as national macro-control, national development strategies and national security, the Board of Directors shall make decisions by making reference to the conclusion of the study and discussion of the Leading Party Group, which is considered to be important evidence for decision-making.

Article 9 These Articles of Association shall be adopted at a shareholders' general meeting and shall be valid and implemented upon approval by the CIRC.

These Articles of Association shall become a legally binding document that regulates the organization and activities of the Company as well as the rights and obligations between the Company and its shareholders and among the shareholders from the date on which it becomes effective.

In case of any inconsistency between the contents of the promoters' agreement, the agreement on Shareholders' contributions or other Shareholders' agreements and these Articles of Association, these Articles of Association shall prevail.

Article 10 The Articles of Association shall be binding upon the Company and its shareholders, directors, supervisors, president, vice presidents (including the executive vice presidents, and same as herein below) and other members of senior management. The aforementioned persons may institute a claim relating to matters of the Company in accordance with these Articles of Association.

A shareholder may sue the Company in accordance with these Articles of Association. The Company may sue its shareholders in accordance with these Articles of Association. A shareholder of the Company may sue another shareholder of the Company or any director, supervisor, president, vice president or any other member of senior management of the Company in accordance with these Articles of Association.

For the purposes of the preceding paragraph, the term "sue" shall include the initiation of proceedings before a court or the application to an arbitration organization for arbitration.

Article 11 The qualifications of directors, supervisors and senior management of the Company shall be verified by the CIRC.

For the purposes hereof, the term “senior management” shall mean the executive directors, president, vice presidents, secretary to the board of directors, chief financial officer, chief actuary, compliance officer, chief risk officer, officer responsible for auditing, professional directors or any other management personnel determined by the board of directors. Executive directors refer to directors, who, apart from serving as directors of the Company, also take up other operational and management positions, or whose salaries and welfare benefits are paid by the Company.

Article 12 The Company may invest in any other enterprise pursuant to the relevant laws and regulations, provided that it shall not act as a capital contributor that assumes joint and several liability for the debts incurred by the enterprises in which it has invested in, unless otherwise provided by law.

Chapter II Purpose and Scope of Business

Article 13 The Company shall comply with the PRC laws and regulations, follow the uniform guidelines and policies for finance and insurance sectors of the PRC and be supervised and regulated by the CIRC.

Article 14 The objective of the Company is to stay focused on the insurance business based on the needs of clients, enhance the clients’ experience via continuous improvements of the insurance business and seek excellence in honest and steady manner, in hope of creating sustained values and win-win situation for its Shareholders, clients, employees, the society and other stakeholders.

Article 15 Upon approval by the CIRC and verification by the SAIC, the scope of business of the Company shall be:

- (1) to hold interests and invest in insurance enterprises;
- (2) to supervise and manage the domestic and international reinsurance businesses of its invested insurance enterprises;
- (3) to supervise and manage the fund utilisation businesses conducted by its invested insurance enterprises;
- (4) to participate in the approved international insurance activities;
- (5) to conduct any other businesses as approved by the CIRC.

Chapter III Shares and Registered Capital

Article 16 The Company shall have ordinary shares at any time. According to its needs, the Company may also have other classes of shares upon approval by the approval departments authorized by the State Council.

Article 17 The shares issued by the Company shall take the form of stocks with par value and the par value of each share shall be RMB1.00.

Article 18 The shares of the Company shall be issued by the Company following the principles of fairness and justice, and each share in the same class shall have the same rights.

For the same class of shares issued at the same time, each share shall be issued on the same conditions and at the same price. All entities or individuals subscribing for the shares shall pay the same price for each share.

Article 19 The Company may issue shares to domestic and overseas investors upon approval by the CIRC and CSRC.

For the purposes of the preceding paragraph, the term “overseas investors” shall refer to investors who are located overseas or in Hong Kong, Macau or Taiwan regions and subscribe for shares issued by the Company. The term “domestic” shall refer to investors who are located within the People’s Republic of China (excluding the aforementioned regions) and subscribe for the shares issued by the Company.

Article 20 Shares issued by the Company to domestic investors and to be subscribed for in Renminbi shall be referred to as “domestic shares”. Domestic shares listed in the People’s Republic of China (the “**PRC**”) shall be referred to as “A Shares”.

Shares issued by the Company to overseas investors and to be subscribed for in foreign currency shall be referred to as “foreign investment shares”. Shares subscribed for by overseas investors which remain unlisted domestically and overseas shall be referred to as “non-listed foreign investment shares” and shares subscribed for by overseas investors which are listed overseas shall be referred to as “overseas-listed foreign investment shares”.

Foreign investment shares issued by the Company and listed in Hong Kong shall be referred to as “H Shares”. H Shares are shares admitted for listing on the HKSE with a par value denominated in Renminbi and subscribed for in Hong Kong dollars.

A Shares of the Company are held in custody in a centralized manner at the Shanghai branch of China Securities Depository & Clearing Corporation Limited. H Shares of the Company are mainly held in custody at the central depository institution under Hong Kong Securities Clearing Company Limited, and may also be held by shareholders in their own names.

Upon approval by the securities regulatory authority of the State Council, holders of domestic shares of the Company may transfer their shares to overseas investors and such shares may be listed or traded on stock exchanges outside the People's Republic of China. The listing or trading of such transferred shares on any stock exchange outside the People's Republic of China shall comply with the regulatory procedures, rules and regulations stipulated by such stock exchanges.

Article 21 Upon approval by the examination and approval authority authorized by the State Council, the Company may issue a total number of up to 9.062 billion ordinary shares.

Article 22 The Company conducted its first share offering of 1,000,000,000 Renminbi-denominated ordinary shares to the general public on 6 December 2007 after approval by the CSRC under an approval document (*Zheng Jian Fa Xin* [2007] No. 456) and such shares were listed on the Shanghai Stock Exchange on 25 December 2007.

The Company conducted its initial public offering of 900,000,000 overseas-listed foreign investment shares on 23 November 2009 after approval by the CSRC under an approval document (*Zheng Jian Xu Ke* [2009] No. 1217) and such shares were listed on the HKSE on 23 December 2009.

The Company conducted a non-public placing of 462,000,000 overseas-listed foreign investment shares to the subscribers after approval by the CSRC on 30 October 2012 under an approval document (*Zheng Jian Xu Ke* [2012] No. 1424) and the placing of such shares was completed and such shares were issued and listed on the HKSE on 14 November 2012.

The total number of issued ordinary shares of the Company is 9.062 billion shares, representing 100% of the total number of ordinary shares.

Upon confirmation by an approval reply (*Bao Jian Fu* [2001] No. 239) issued by the CIRC, at its inception, the registered capital of the Company amounted to RMB2,006,390,000, and the promoters and their then shareholdings are set out in the below table:

No.	Name of Promoters	Contribution amount (RMB)	Number of shares subscribed for (share)	Percentage of the total share capital	Way of contribution	Date of contribution
1	Shenergy Group Co., Ltd.	300,958,500	300,958,500	15.00%	Cash	31 August 2001
2	Shanghai State-owned Assets Operation Co., Ltd.	190,901,250	190,901,250	9.51%	Cash	31 August 2001
3	Shanghai Jiushi Corporation	190,901,250	190,901,250	9.51%	Cash	31 August 2001
4	Yunan Hongta Group Co., Ltd.	145,000,000	145,000,000	7.23%	Cash	31 August 2001
5	Shanghai Pudong Land Development (Holding) Corporation	8,000,000	8,000,000	0.40%	Cash	31 August 2001
Total		835,761,000	835,761,000	41.65%		

As of 31 December 2016, the shareholding structure of the Company is set out in the table below:

No.	Class of shares	Number of shares (share)	Shareholding percentage
1	Domestically listed domestic shares (A Shares) not subject to trading moratorium	6,286,700,000	69.37%
2	Overseas listed foreign shares (H Shares) not subject to trading moratorium	2,775,300,000	30.63%
Total share capital		9,062,000,000	100.0%

Article 23 Once the plans in respect of the offering of the overseas-listed foreign investment shares and domestic shares have been approved by the securities regulatory authority of the State Council, the Board of the Company may arrange for implementation of such plans by means of a separate offering.

The respective plans of the Company in respect of the offering of the overseas-listed foreign investment shares and domestic shares as provided for in the preceding paragraph may be implemented respectively within 15 months from the date of approval by the securities regulatory authority of the State Council.

Article 24 Where the Company issues overseas-listed foreign investment shares and domestic shares respectively within the total number of shares specified in the share offering plans, such overseas-listed foreign investment shares and domestic shares shall be fully subscribed for in their respective offering. If the shares cannot be fully subscribed for in a single offering due to special circumstances, the shares may, subject to the approval of the securities regulatory authority of the State Council, be issued in several offerings.

Article 25 The registered share capital of the Company shall be RMB9.062 billion.

If there is any change to its registered share capital, the Company shall report such change to the CIRC for approval and apply for registration of change to the registration authority according to laws.

Article 26 Any increase in the registered capital of the Company based on its operational and development needs shall be in compliance with relevant requirements of the Company Law, the CIRC and other regulators as well as the procedures stipulated in these Articles of Association.

The Company may increase its capital by any of the following ways:

- (1) public offering of shares;
- (2) private placement of shares;
- (3) distribution of bonus shares to existing shareholders;
- (4) capitalization of capital reserves;
- (5) any other means permitted by laws and administrative regulations.

Upon approval in accordance with these Articles of Association, any increase of capital and issue of new shares by the Company shall be handled in accordance with the procedures as provided for in relevant laws and administrative regulations of the State.

Article 27 Unless otherwise provided for in laws and administrative regulations, the shares of the Company are freely transferable and are free and clear of any lien provided that such shares are in compliance with relevant requirements of the CIRC and relevant regulators as well as the procedures stipulated in these Articles of Association.

Article 28 The Company shall not accept any pledge of its shares.

Article 29 The transfer of any shares which had already been issued before the initial public offering shall be conducted pursuant to the laws, administrative regulations and the relevant listing rules.

Directors, supervisors and senior management of the Company shall report to the Company their respective shareholdings in the Company and any change in such shareholding. The number of shares transferred by a director, supervisor or senior management in each year shall not exceed 25% of the shares of the Company held by such person and such persons shall not transfer any shares held by them within 1 year from the date of listing of the shares. Such persons shall not transfer any shares of the Company held by them within 6 months after they leave office.

Article 30 If a director, a supervisor, a member of senior management or any shareholder holding 5% or more of the shares of the Company sells his or its shares in the Company within 6 months of his purchase of such shares, or re-purchases shares of the Company within 6 months after selling shares of the Company, any gains generated from such sale or purchase shall belong to the Company and the Board of the Company shall forfeit such gains. However, where a securities company has purchased unsold shares of the Company pursuant to its underwriting obligations and holds 5% or more of the shares of the Company, such securities company shall not be subject to the 6-month restriction period for selling such shares.

If the Board fails to follow the preceding provision, a shareholder of the Company shall have the right to require the Board to do so within 30 days. If the Board fails to do so within the said time limit, the shareholder shall have the right to bring an action direct before a People's Court in his own name for the benefit of the Company.

If the Board does not follow the requirements as set forth in the first paragraph, the responsible director(s) shall assume joint and several liability in accordance with the law.

Chapter IV Reduction of Capital and Repurchase of Shares

Article 31 The Company may reduce its registered share capital in accordance with these Articles of Association. If the Company reduces its registered share capital, it shall do so in accordance with the procedures provided for in the Company Law, Insurance Law and relevant provisions of CIRC and other regulators, together with these Articles of Association.

Article 32 Where the Company reduces its registered share capital, it must prepare a balance sheet and a list of properties.

The Company shall notify its creditors within 10 days from the date of its resolving to reduce its registered share capital and shall publish a public announcement of such resolution for at least thrice in the newspapers within 30 days of such date. Creditors shall, within 30 days of receiving a written notice, or, in the case of failure to receive a written notice, within 45 days from the date of the first public announcement, be entitled to require the Company to settle its debts in full or to provide a corresponding guarantee for the repayment of its debts.

The reduced registered share capital of the Company shall not be less than the statutory minimum level.

Article 33 In any of the following circumstances, the Company may, subject to the procedures stipulated by these Articles of Association and upon approval by the relevant regulatory competent authority of the PRC, repurchase its outstanding shares:

- (1) cancellation of shares for the reduction of its share capital;
- (2) merger with another company that holds shares in the Company;
- (3) grant of shares to employees of the Company as rewards;
- (4) disagreement of any shareholder with any resolution relating to the merger or division of the Company adopted at a shareholders' general meeting, which results in its requesting the Company to repurchase the shares of the Company held by such shareholder;
- (5) other circumstances as permitted by laws and administrative regulations.

Except as set out above, the Company shall not engage in any other activity relating to the sale or purchase of shares of the Company.

Where the Company purchases its own shares in the circumstances stated in items (1) to (3) in the preceding paragraph, the share purchase shall be approved by a resolution at a shareholders' general meeting. After the Company has purchased its own shares in accordance with the above provisions, the purchased shares shall be cancelled within 10 days from the date of purchase (in the case of item (1)), or shall be transferred or cancelled within 6 months (in the case of items (2) and (4)).

The shares of the Company purchased by the Company pursuant to item (3) of the first paragraph shall not exceed 5% of the total number of issued shares of the Company; the funds used for the share purchase shall be paid out of the profit after tax of the Company. The shares so purchased shall be transferred to the employees within 1 year.

Article 34 Upon the approval by relevant competent authorities of the PRC, the Company may purchase its shares in any of the following manners:

- (1) by making an offer to all shareholders to repurchase their shares on a pro rata basis;
- (2) by repurchasing shares through open transactions on a stock exchange;
- (3) by repurchasing shares through an off-market agreement;
- (4) in any other manner permitted by laws and administrative regulations and as authorized by a regulatory authority.

Article 35 Where the Company repurchases its shares under an off-market agreement, prior approval shall be obtained from the shareholders at a general meeting in accordance with these Articles of Association. Upon obtaining the prior approval of the shareholders at a shareholders' general meeting in the same manner, the Company may rescind or amend any contract concluded in the manner set forth above or waive any of its rights under such contract.

For the purposes of the above paragraph, "share repurchase contracts" shall include but not be limited to share repurchase agreements which include an assumption of the obligations and the rights related to such shares.

The Company shall not assign any contract for the repurchase of its shares or any rights provided in such contract.

Article 36 Where the Company repurchases redeemable shares other than through an open transaction or by tender, the purchase price shall not exceed a certain price limit. If such shares are repurchased by tender, the tender shall be offered to all shareholders on the same terms.

Article 37 If the Company repurchases and cancels a portion of its shares, it shall apply to the administrative department for industry and commerce for the registration of a change in its registered share capital.

The amount of the registered share capital of the Company shall be reduced by the total par value of the shares so cancelled.

Article 38 Unless the Company is already in liquidation, it must comply with the following provisions in repurchasing any of its issued and outstanding shares:

- (1) where the Company repurchases its shares at par value, the payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose;
- (2) where the Company repurchases its shares at a premium, the payment equivalent to the par value of such shares shall be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new share issue made for that purpose. The payment of the portion in excess of the par value shall be handled as follows:
 1. if the shares being repurchased were issued at par value, the payment shall be made out of the book balance of the distributable profits of the Company;
 2. if the shares being repurchased were issued at a premium, the payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new share issue shall not exceed the aggregate amount of premium received by the Company on the issue of the existing repurchased shares nor shall it exceed the book value of the Company's capital reserve fund account (including the premium on the new issue of shares) at the time of the repurchase;
- (3) payments made by the Company for the purposes set out below shall be paid out of the Company's distributable profits:
 1. acquiring a right to repurchase its shares;
 2. modifying any contract for repurchasing its shares;
 3. releasing any of its obligations under any repurchase agreement.

- (4) after the Company's registered share capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be included into the Company's capital reserve fund account.

Chapter V Financial Assistance for Purchasing the Company's Shares

Article 39 The Company or its subsidiaries shall not provide any financial assistance at any time in any form to any purchaser or intended person purchaser of shares of the Company. Purchasers of the Company's shares as mentioned above shall include persons who directly or indirectly undertake any obligations for the purposes of purchasing shares of the Company.

Neither the Company nor its subsidiaries shall provide any financial assistance at any time in any form to the abovementioned obligors to reduce or discharge their obligations.

This Article shall not apply to the circumstances described in Article 41 of these Articles of Association.

Article 40 For the purposes of this Chapter, the term "**financial assistance**" shall include (but shall not be limited to) the following forms of financial assistance:

- (1) gift;
- (2) guarantee (including the assumption of liability or provisions of property by a guarantor in order to secure the performance of obligations by an obligator), indemnity (excluding, however, the indemnity arising out of the Company's own fault) and release or waiver of rights;
- (3) provision of a loan or conclusion of a contract under which the obligations of the Company are to be performed prior to the obligation of another party to the agreement, or a change in parties to, or an assignment of the rights under, such loan or agreement; and
- (4) financial assistance in any other form provided when the Company becomes insolvent or does not have any net assets or where its net assets would thereby be reduced to a material extent.

For the purposes of this Chapter, the expression "assumption of obligations" includes the assumption of obligations by way of contract or by way of arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is to be borne solely by the obligor individually or jointly with any other person), or by any other means which results in a change of his financial position.

Article 41 The acts listed below shall not be regarded as acts prohibited under Article 39 of this Chapter:

- (1) the provision of financial assistance by the Company where the financial assistance is given in good faith for the benefit of the Company, and the main purpose thereof is not to acquire the shares of the Company, or the giving of the financial assistance is an incidental part of an overall plan of the Company;
- (2) the lawful distribution of the Company's assets in the form of dividends;
- (3) distribution of dividends in the form of shares;
- (4) reduction of registered share capital, repurchase of shares or adjustment of the shareholding structure in accordance with these Articles of Association of the Company;
- (5) provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction of the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company's distributable profits); and
- (6) contributions made by the Company to an employee share ownership scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).

Chapter VI Share Certificates and Register of Shareholders

Article 42 Share certificates of the Company shall be in registered form.

Unless provided for in the Company Law, the share certificates of the Company shall also specify any other matters required to be stated by the stock exchange(s) on which the shares of the Company are listed.

The overseas-listed foreign investment shares of the Company may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws of, and the securities registration and depository practices prevailing at, the place where the Company's shares are listed.

Article 43 The share certificates of the Company shall be signed by the chairman of the Board. Where the stock exchange(s) on which the Company's shares are listed require(s) other member(s) of senior management of the Company to sign the share certificates, the share certificates shall also be signed by such member(s) of senior management. The share certificates shall become effective after a company seal is affixed thereto or imprinted thereon. Affixing of or imprinting the company seal on the share certificates shall be subject to the authorization of the Board. The signatures of the chairman of the Board or other members of senior management of the Company can be provided in printed form.

Article 44 The Company shall keep a register of shareholders, which shall contain the following particulars:

- (1) the name, address (domicile), occupation or nature of each shareholder;
- (2) the class and number of shares held by each shareholder;
- (3) the amount paid or payable for the shares held by each shareholder;
- (4) the serial number(s) of the share certificate(s) held by each shareholder;
- (5) the date on which each shareholder is registered as a shareholder; and
- (6) the date on which each shareholder ceases to be a shareholder.

Unless there is evidence to the contrary, the register of shareholders shall be sufficient proof of the shareholders' shareholdings in the Company.

Article 45 The Company may, pursuant to an understanding or agreement reached between a securities regulatory authority of the State Council and an overseas securities regulatory authority, keep its register of holders of overseas-listed foreign investment shares outside the People's Republic of China and entrust an overseas agent to manage such register. The register of holders of H Shares shall be maintained in Hong Kong.

The Company shall keep at its place of domicile a duplicate of the register of holders of overseas-listed foreign investment shares. The appointed overseas agent shall ensure the consistency between the original and duplicate of such register at all times. In the event of any inconsistency between the original and duplicate of the register of holders of overseas-listed foreign investment shares, the original shall prevail.

Article 46 The Company shall keep a complete register of shareholders.

The register of shareholders shall comprise the following parts:

- (1) the register kept at the Company's place of domicile other than those provided for under items (2) and (3) of this Article;
- (2) the register of shareholders of the overseas-listed foreign investment shares kept at the place(s) of the stock exchange(s) outside the People's Republic of China on which the shares are listed; and
- (3) the register of shareholders kept in such other places as the Board may deem necessary for the purpose of listing the shares of the Company.

Article 47 The various parts of the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register.

Any changes to or correction of any part of the register of shareholders shall be effected in accordance with the laws of the place where such part of the register of shareholders is kept.

Article 48 All fully-paid H Shares may be transferred freely in accordance with these Articles of Association, provided that unless the following conditions are met, the Board may refuse to accept any transfer document without giving any reason therefore:

- (1) a fee of HK\$2.50 or such higher amount as agreed from time to time by the HKSE has been paid to the Company for the registration of the instrument of transfer and any other document relating to or which may affect the ownership of the shares;
- (2) the instrument of transfer only relates to the H Shares listed in Hong Kong;
- (3) the stamp duty which is payable for the instrument of transfer has been duly paid;
- (4) the relevant share certificate(s) and any other evidence which the Board may reasonably require to show that the transferor has the right to transfer the shares have been provided;
- (5) where the shares are proposed to be transferred to joint holders, the number of such joint shareholders shall not be more than 4;

- (6) the instruments of transfer together with other documents which relate to, or may have an impact on, the ownership right of the registered securities must be registered;
- (7) the relevant shares shall be free and clear of any lien of the Company.

A holder of the foreign investment shares may transfer in writing by an instrument of transfer all or part of his shareholding in the Company in a written form commonly adopted by the listing venue of the foreign investment shares or in such form as the Board may accept. H Shares may be transferred by a standard form of transfer prescribed by the HKSE. The instrument of transfer may only be signed manually, or, in the case that either the transferor or the transferee is a recognised clearing house within the meaning of the Securities and Futures Ordinance (the “**Recognised Clearing House**”) or its agent, may be signed manually or in printed form. All instruments of transfer must be placed at the legal address of the Company or at any other place designated from time to time by the Board. The instruments of transfer shall include the following statements:

- (1) The share purchaser agrees with the receiving agents together with each of the Company’s shareholders, and the Company agrees with each of its shareholders, to observe and comply with the Company Law, the Special Provisions and these Articles of Association.
- (2) The share purchaser agrees with the Company and each of its shareholders, directors, supervisors, managers and senior management, and the Company also agrees with each of its shareholders on its own behalf and on behalf of each of its directors, managers and senior management, that any dispute or claim relating to the affairs of the Company arising out of the rights or obligations under these Articles of Association or the Company Law or any other laws or administrative regulations shall be resolved by arbitration in accordance with these Articles of Association, and that any arbitration so referred shall be treated as authorizing the arbitration tribunal to conduct an open hearing and to announce the arbitral award. The arbitral award shall be final.
- (3) The share purchaser agrees with each of the shareholders that the shares of the Company may be freely transferred by their holders.
- (4) The share purchaser authorizes the Company to enter into any contract on their behalf with each of its directors and senior management under which such directors and senior management shall undertake to observe and perform any responsibility owed to the shareholders as provided for in these Articles of Association.

Article 49 No change may be made to the register of shareholders as a result of a transfer of shares during the 30 days prior to the date of a shareholders' general meeting or during the 5 days prior to the record date set by the Company for the purpose of distribution of dividends.

Article 50 When the Company convenes a shareholders' general meeting, distributes dividends, goes into liquidation or performs any other act requiring the confirmation of the identity of the shareholders, the Board or the convener of the shareholders' general meeting shall determine a record date and shareholders whose names appear on the register after market closing on the record date shall be entitled to the relevant rights.

Article 51 Any person who has an objection to the register of shareholders and requests to have his or its name entered into or removed from the register of shareholders may apply to a court of competent jurisdiction to amend the register.

Article 52 Any registered shareholder or any person who/which requires his/its name to be entered into the register of shareholders and who has lost his/its share certificate (the "**Original Share Certificate**") may apply to the Company for the issuance of a replacement certificate in respect of such shares (the "**Relevant Shares**").

Application by a holder of domestic shares who has lost his or its share certificate for replacement of such certificate shall be handled in accordance with Article 143 of the Company Law.

Application by a holder of the overseas-listed foreign investment shares who has lost his/its share certificate for a replacement of such certificate may be handled in accordance with the laws, the stock exchange rules and other relevant provisions of the place where the original of the register of holders of the overseas-listed foreign investment shares is maintained.

Where a holder of H Shares who has lost his share certificate applies for a replacement of such certificate, the replacement of the share certificate shall be subject to the following requirements:

- (1) The applicant shall submit the application in the form prescribed by the Company together with a notarized certificate or a statutory declaration. The notarized certificate or statutory declaration shall include the reasons for the application, the circumstances and evidence of the loss of the share certificate and a declaration that no other person may require registration as a shareholder in respect of the Relevant Shares.
- (2) The Company has not received any declaration requiring registration as a shareholder from any person other than the applicant in respect of the Relevant Shares before it decides to issue a replacement share certificate.

- (3) If the Company decides to issue a replacement share certificate to the applicant, it shall publicly announce its intention to do so in the newspapers or periodicals designated by the Board. The period of the announcement shall be 90 days, during which such announcement shall be published again at least once every 30 days.
- (4) Before publishing the announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement proposed to be published on the stock exchange(s) where it is listed and may proceed with publication after having received a reply from the stock exchange(s) confirming that the announcement has been displayed in such stock exchange(s). The announcement shall be displayed in the stock exchange(s) for a period of 90 days.

If the application for issuance of a replacement share certificate was made without the consent of the registered holder(s) of the Relevant Shares, the Company shall mail to such shareholder(s) a photocopy of the announcement that it intends to publish.

- (5) Upon expiration of the 90-day period as provided for in items (3) and (4) of the fourth paragraph of this Article, if the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate in accordance with the applicant's application.
- (6) When the Company issues a replacement share certificate under this Article, it shall immediately cancel the Original Share Certificate and record such cancellation and issuance of the replacement share certificate on the register of shareholders.
- (7) All expenses incurred by the Company arising from the cancellation of the Original Share Certificate and the issuance of a replacement share certificate shall be borne by the applicant. The Company shall have the right to refuse to take any action until the applicant has provided a reasonable guarantee.

Article 53 After the Company has issued a replacement share certificate in accordance with these Articles of Association, the name of a bona fide purchaser who/which acquires the said new share certificate or a shareholder who/which subsequently registers as an owner of such shares (in the case of a bona fide purchaser) shall not be removed from the register of shareholders.

Article 54 The Company shall not be liable for any damages suffered by any person due to the cancellation of the Original Share Certificate or the issuance of a replacement share certificate, unless the claimant can prove fraud on the part of the Company.

Chapter VII Rights and Obligations of the Shareholders

Article 55 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders.

A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by such shareholder. Shareholders who hold shares of the same class shall have the same rights and obligations.

The Company shall not exercise any power to freeze or otherwise impair any of the rights attached to any share for the reason that a person who is directly or indirectly interested in the Company has failed to disclose his interests to the Company.

Article 56 Where two or more persons are registered as the joint holders of any share(s), they shall be deemed as the joint owners of such share(s), provided that they are subject to the following terms:

- (1) if one of the joint shareholders becomes deceased, only the other surviving persons among the joint shareholders shall be regarded as the owners of the relevant shares of the Company, provided that the Board shall have the right to require such persons to provide such documentary evidence of the relevant shareholders' death as it deems appropriate for amending the register of shareholders;
- (2) for joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificate of the relevant shares from the Company, to receive notices of the Company, to attend the Company's shareholders' general meeting or exercise all the voting rights attached to the relevant shares; and any notice served on such shareholder shall be treated as having been served on all joint shareholders of the relevant shares;
- (3) The number of joint holders shall not be more than 4.

Article 57 Holders of ordinary shares of the Company shall have the following rights:

- (1) to receive dividends and other kinds of distribution of interests based on the number of shares held by them;
- (2) to call for, convene, preside over, attend or appoint a proxy to attend the Shareholders' general meetings, and to exercise the corresponding voting rights, in accordance with the law;

- (3) Shareholder(s) holding, individually or in aggregate, 3% or above of the number of the Company's shares shall be entitled to nominate directors or supervisors;
- (4) to supervise and manage the business operations of the Company, and make suggestions and enquiries in accordance with the law;
- (5) to transfer, donate as a gift or pledge shares held by them in accordance with the laws, administrative regulations and these Articles of Association;
- (6) to obtain relevant information in accordance with these Articles of Association, including:
 1. obtaining a copy of these Articles of Association after paying the costs and expenses incurred;
 2. having the right to inspect and copy the following documents after paying the reasonable costs incurred:
 - (i) all parts of the register of shareholders;
 - (ii) the personal information of the directors, supervisors, president, vice presidents and other members of senior management of the Company, including:
 - (A) present and former name and alias;
 - (B) principal address (place of domicile);
 - (C) nationality;
 - (D) primary and all other part-time occupation and duties;
 - (E) identification documents and identification numbers.
 - (iii) status of the share capital of the Company;
 - (iv) counterfoil of the bonds of the Company;
 - (v) financial and accounting reports of the Company;
 - (vi) resolutions adopted at the shareholders' general meeting of the Company;

- (vii) minutes of the shareholders' general meeting, resolutions adopted at the Board meetings, resolutions adopted at the meetings of the board of supervisors;
 - (viii) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares repurchased by the Company since the last accounting year as well as all the expenses paid by the Company therefore; and
 - (ix) photocopies of the annual returns of the most recent period already submitted to the SAIC or other competent authorities for filing;
- (7) to participate in the distribution of the remaining assets of the Company based on the number of shares held by them in the event of the termination or liquidation of the Company;
 - (8) for Shareholders who disagree with the resolutions in respect of the merger or division of the Company adopted at a Shareholders' general meeting, to require the Company to acquire their shares;
 - (9) to request the recording and change of the register of Shareholders;
 - (10) to have any other rights conferred upon them under the laws, administrative regulations and these Articles of Association.

Article 58 If a Shareholder' capital contribution and acts violate laws and regulations and relevant regulatory rules, such Shareholder shall be prohibited from exercising voting rights, dividend rights, nomination rights and other Shareholders' rights and shall undertake to accept the restrictions on his/her Shareholders' rights, the order to transfer his/her equity interests and other regulatory penalties imposed by CIRC.

Article 59 Where a shareholder requests to inspect or obtain the relevant information as set forth in the preceding article, such shareholder shall provide the Company with written documentation evidencing the class and number of shares held by such shareholder in the Company and after verification of the shareholder's identity, the Company shall provide the information requested by the shareholder.

Article 60 If the contents of a resolution of the shareholders' general meeting or a board resolution violate the laws and administrative regulations, a shareholder shall have the right to request a People's Court to determine such resolution as invalid.

If the procedure(s) for convening a shareholders' general meeting or Board meeting, or the method of voting thereat, violate(s) the laws, administrative regulations or these Articles of Association, or if the contents of a resolution violate these Articles of Association, the shareholders shall have the right to request within 60 days from the date of such resolution a People's Court to rescind such resolution.

Article 61 If a director or member of senior management is in breach of any provisions of the laws, administrative regulations or these Articles of Association when performing his duties for the Company which causes loss to the Company, a shareholder individually or shareholders in aggregate holding 1% or more of the shares in the Company for at least 180 consecutive days may request in writing for the board of supervisors to institute proceedings before a People's Court. If the board of supervisors is in breach of the laws, administrative regulations or these Articles of Association when performing their duties for the Company which causes loss to the Company, a shareholder may request in writing for the Board to institute proceedings before a People's Court.

If the board of supervisors or the Board refuses to institute proceedings upon the receipt of the written request from the shareholders under the previous paragraph, or does not do so within 30 days of the receipt of the request, or in the event of emergency where the absence of immediate action would cause irreparable damage to the interest of the Company, the shareholder(s) under the preceding paragraph may directly institute proceedings before a People's Court in his own name for the benefit of the Company.

If a third party infringes the legal interest of the Company and causes loss to the Company, the shareholders under the first paragraph of this Article may institute proceedings before a People's Court pursuant to the provisions of the preceding two paragraphs.

Article 62 If a director or member of senior management violates the laws, administrative regulations or these Articles of Association and such violation harms the interests of shareholders, a shareholder may institute proceedings before a People's Court.

If a director, supervisor or member of senior management violate the laws and regulations, regulatory rules or these Articles of Association, resulting in doing harm to the interests of the Company or Shareholders, Shareholders would have the right to report to the CIRC directly.

Article 63 Holders of the ordinary shares of the Company shall have the following obligations:

- (1) to abide by the laws, administrative regulations and these Articles of Association;
- (2) to contribute to the share capital according to the number of shares subscribed by them and the methods of capital contribution;
- (3) any contributed capital and holding of shares shall be in accordance with regulatory rules, and shares held by nominees and at a ratio higher than statutorily allowed shall not be permitted;
- (4) not to withdraw their contributed share capital save in such circumstances stipulated by the laws and administrative regulations;
- (5) not to abuse their Shareholder's rights to harm the interests of the Company or that of any other Shareholders, and not to abuse the Company's independent status as a legal person and the Shareholders' limited liability to harm the interests of the Company's creditors. Where the Company's Shareholder(s) abuses Shareholders' rights which causes loss to the Company or other Shareholders, such Shareholder(s) shall be liable for indemnity in accordance with the laws. If the Company's Shareholder(s) abuses the Company's independent status as a legal person and the Shareholders' limited liability to evade the repayment of debts, where the interests of the creditors are materially damaged, such Shareholder(s) shall be jointly and severally liable for the debts of the Company;
- (6) to assume liabilities to the Company to the extent of the shares they have subscribed for;
- (7) Shareholders shall assist in the Company's improvement of solvency in the event that it fails to meet the regulatory requirements on solvency;
- (8) not to impair the Company's interests with his/her/its related party relationships. Any Shareholder who violates the requirements resulting in the loss of company shall bear liability for compensation.

For the purposes of the foregoing, the term "related party relationship" refers to the relationship between the Company's controlling Shareholder, de facto controller, director, supervisor or member of senior management and an enterprise under their direct or indirect control, or any other relationship which may lead to a transfer of the Company's interests, provided that no related party relationship shall exist between State-controlled enterprises only due to the fact that such enterprises are under the common control of the State;

- (9) Shareholders shall truthfully inform the Company of information about their controlling Shareholders and de facto controllers, submit a written report on the changes in their controlling Shareholders and de facto controllers together with related parties and related party relationships after such changes to the Company within five days from the occurrence of such changes, and fulfill the regulatory procedures;
- (10) if the shares held by him/her are involved in a litigation or arbitration, the relevant Shareholder shall submit a written report to the Company within fifteen days from the occurrence of such fact and the Company shall notify other Shareholders of such information promptly;
- (11) in case that any material events such as merger, spin-off, dissolution, bankruptcy, close-down and takeover happened, or any changes in the legal representative, company name, operation site, business scope and other material matters, the Company shall be informed by a written report within fifteen days after the occurrence of the foregoing fact;
- (12) if a Shareholder holding 5% or more of the voting shares of the Company creates or relieves a pledge over his or its shares, such Shareholder shall submit a written report to the Company on the date of the occurrence of such fact and the Company shall notify other Shareholders of such information promptly;
- (13) if a related party relationship arises between Shareholders holding 5% or more of the voting shares of the Company, the relevant Shareholders shall submit a written report to the Company within five working days. If such related party relationship results in a change in the interests of such Shareholders in the Company, the relevant Shareholders shall submit a written report to the Company on the date of the occurrence of such fact or the following day of the occurrence of such fact;
- (14) Shareholders shall obey and execute resolutions passed at the Shareholders' general meetings;
- (15) where there are risk events or material violations in the Company, Shareholders shall cooperate with regulatory authorities in investigation and risk disposition;
- (16) if a Shareholder creates a pledge over his/her/its equity interests in the insurance company, such Shareholder shall not prejudice the interests of other Shareholders and the Company, nor enter into any agreement which allows the pledgee or other related parties to exercise his/her/its voting rights;
- (17) other obligations imposed by laws, administrative regulations, regulatory requirements and the Articles of Association.

Apart from conditions accepted at the time when Shareholders subscribed for the shares, any responsibility for further subscription of shares shall not be attached to the Shareholders.

Shareholders shall not be liable for making any additional contribution to the share capital of the Company other than according to the terms as agreed by the subscribers of the shares at the time of subscription.

Article 64 Any organization or individual (including their affiliate companies) which or who purchases for its or his own account or in the name of another person 5% or more of the total number of the issued and outstanding shares of the Company shall obtain the prior approval of the CIRC. Unless the prior approval of the CIRC has been obtained, the number of shares of the Company held by a shareholder shall not exceed 5% or more of the total share capital of the Company or such other ratio as may be approved by the CIRC, whichever is higher.

If a shareholder holds without the prior approval of the CIRC shares in excess of such amount provided for in the preceding paragraph (the “**Excess Shares**”), prior to the approval of the CIRC, such shareholder’s exercise of the shareholders’ rights stipulated in Article 55 of these Articles of Association in respect of the Excess Shares shall be subject to necessary restrictions, including: (1) no voting rights shall be attached to the Excess Shares when a vote is taken at the shareholders’ general meeting (including a vote of a meeting of a class of shareholders); and (2) the Excess Shares shall not carry the right under these Articles of Associate to nominate directors and supervisors. Notwithstanding the foregoing provisions, shareholders of the Company who hold Excess Shares shall not be subject to any restrictions when exercising the other rights stipulated in Article 57 of these Articles of Association.

Article 65 The controlling Shareholders and de facto controllers of the Company shall owe a fiduciary duty to the Company and other Shareholders. The controlling Shareholders of the Company shall exercise their rights as capital contributors strictly in accordance with the laws and regulations and these Articles of Association and shall neither take the advantage of methods such as distribution of profits, restructuring of assets, external investment, capital occupation , borrowing guarantee, employment of insurance funds and related party transactions to damage the legal interests of the Company and other Shareholders, nor make use of their controlling positions to damage interests of the Company and other Shareholders. The controlling Shareholders shall conduct effective management over staff holding posts in both the controlling Shareholders and the Company at the same time so as to prevent interest conflicts. Other than their Chairpersons, staff members of the controlling Shareholders shall not serve as concurrent executive directors and senior management of the Company.

In addition to the obligations imposed by the laws, administrative regulations or the listing rules stipulated by a stock exchange located at the place where the shares of the Company are listed, when exercising their rights as shareholders, the controlling shareholders shall not make decisions on the following issues which are detrimental to all or part of the shareholders' interests by exercising their voting rights:

- (1) relieving a director or supervisor of the responsibility to act in good faith and in the best interests of the Company;
- (2) approving a director's or a supervisor's (for his own benefit or the benefit of a third party) depriving the Company of its property in any manner, including (but not limited to) any opportunities that are favorable to the Company; or
- (3) approving a director's or a supervisor's (for his own benefit or the benefit of a third party) depriving other shareholders of their personal interests, (including but not limited) to any rights to distributions or voting rights, unless such deprivation is pursuant to a restructuring of the Company submitted to and approved by the shareholders' general meeting in accordance with these Articles of Association.

Article 66 For the purpose of the preceding Article, the term "controlling shareholder" shall refer to a person who has satisfied any of the following conditions:

- (1) a person, who acting alone or in concert with others, has the power to elect more than half of the number of directors;
- (2) a shareholder whose shareholding represents 50% or more of the total share capital of the Company;
- (3) a shareholder whose shareholding is less than 50% but whose voting rights attached to his shareholding is sufficient to create a material impact on the resolutions of a shareholders' general meeting, including (but not limited to):
 1. a shareholder who, acting alone or in concert with others, has the power to exercise or control the exercise of 30% or more of the voting rights of the Company;
 2. a shareholder who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company; or
 3. a shareholder who, acting alone or in concert with others, has de facto control of the Company by other means.

Chapter VIII Shareholders' General Meeting

Article 67 The shareholders' general meeting shall be the organ of authority of the Company and shall exercise its functions and powers in accordance with the law.

Article 68 The shareholders' general meeting shall exercise the following functions and powers:

- (1) to decide on the business operation policies and investment plans of the Company;
- (2) to elect and replace directors and supervisors who are not shareholder representatives, and decide on matters concerning the remuneration of the directors and supervisors;
- (3) to consider and approve reports of the Board;
- (4) to consider and approve reports of the board of supervisors;
- (5) to consider and approve proposals on the annual financial budget and final accounts of the Company;
- (6) to examine and approve the profit distribution plans and loss recovery plans of the Company;
- (7) to adopt resolutions concerning the increase or reduction of the Company's registered share capital;
- (8) to pass resolutions on the merger, division, dissolution, liquidation or change of the corporate form of the Company;
- (9) to consider and approve all or part of the shares to be listed on any stock exchange or any plan in respect of the issue of the bonds or other securities of the Company;
- (10) to pass resolutions on the appointment or dismissal of an accounting firm which acts for the Company to conduct periodical statutory audit on the financial reports of the Company;
- (11) to amend these Articles of Association and to consider the respective rules of procedures for the Shareholders' general meeting, the board meeting and the supervisory committee meeting;
- (12) to consider proposals presented by a shareholder who individually or in aggregate holds 3% or more of the total number of the shares in the Company;

- (13) to consider and approve matters relating to guarantee as provided for in Article 68;
- (14) to consider and approve matters in connection with the acquisition or disposal of material assets conducted within the year with a value in excess of 30% of the audited total assets of the Company for the most recent period;
- (15) to consider investment matters in which any of the assets ratio, consideration ratio, profits ration, revenue ratio and equity capital ratio is more than 25% pursuant to the Listing Rules (as amended from time to time) applicable to the Company;
- (16) to consider and approve an external investment and the related disposal matters of the Company with a single transaction value in excess of 50% of the audited net asset value of the Company for the most recent period (other than the transaction entered into between the Company and its subsidiaries);
- (17) to consider and approve matters in connection with the write-off of assets in which the initial cost of a single or individual asset is in excess of 2% of the audited net asset value of the Company for the most recent period or 5% in aggregate of the audited net asset value of the Company for the most recent period on an annual basis;
- (18) to consider and approve matters in connection with donation to third parties with a total expense in excess of 5% of the registered share capital of the Company;
- (19) to consider and approve single asset pledge project with an amount representing more than 10% of the latest audited net assets of the Company or any event that involves an annual asset pledge amount representing more than 30% of the latest audited net assets of the Company (excluding the employment of funds in the ordinary course of business operation);
- (20) to consider and approve matters in connection with the change of the use of proceeds;
- (21) to consider and approve the share incentive scheme;
- (22) to resolve to purchase the shares of the Company;
- (23) to consider and approve matters in relation to the establishment of institutions with legal person status by the Company. The foregoing institutions with legal person status refer to domestic and overseas companies directly invested and established by the Company, over which the Company can exert effective control;

(24) to consider and approve the following related party transactions:

- (1) material related party transactions of the Company with related parties with a single transaction amount or cumulative transaction amount representing 5% and above of net assets of the Company as at the end of the previous year, saved for related party transactions between the Company and its subsidiaries;
- (2) matters in relation to guarantees provided by the Company for its related parties;
- (3) other related party transactions subject to approval of the Shareholders' general meeting as required by the relevant regulatory authorities and these Articles of Association.

Where a material related party transaction subject to approval of the Shareholders' general meeting requires an intermediary agency to be engaged for prior audit or evaluation purposes under regulatory stipulations, such shall be performed in accordance with the regulatory stipulations.

A material related party transaction refers to (1) a single transaction conducted between the Company and a related party with a transaction amount representing more than 1% of the net asset of the Company as at the end of the previous year or more than RMB30 million, or (2) transactions conducted between the Company with a related party within an accounting year with a cumulative transaction amount representing more than 5% of the net asset of the Company as at the end of the previous year;

- (25) to decide on other matters which, according to the laws, administrative rules, regulatory stipulations and regulations and provisions stipulated by the securities regulators of the places where the shares of the Company are listed and any other provisions which may have a material impact on the business development of the Company together with these Articles of Association, should be resolved at a Shareholders' general meeting.

Article 69 The Company shall not provide guarantee for others' debts to third parties. The foregoing provision is not applicable to (1) the guarantees provided for its affiliated companies by the Company, (2) litigation guarantees provided by the Company during its ordinary course of operation and management.

Article 70 The Company shall not, without the prior approval of two-thirds of the shareholders holding voting rights present at a general meeting, enter into any contract with any person (other than a director, supervisor, president, vice president and other senior management) pursuant to which such person shall be responsible for the management of the whole or the material businesses of the Company.

Article 71 Shareholders' general meetings consist of annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the Board.

Annual general meetings shall be convened once every year and shall be held within 6 months from the end of the preceding accounting year.

The Board shall convene an extraordinary general meeting within 2 months in any of the following circumstances:

- (1) the number of directors falls below the number of persons stipulated by the Company Law or two-thirds of the number as required under these Articles of Association;
- (2) the unrecovered loss of the Company reaches one-third of the Company's total paid-in share capital;
- (3) shareholder(s) who individually or in aggregate holds (or hold) 10% or more of the total number of shares of the Company so request;
- (4) the Board deems it necessary;
- (5) the board of supervisors proposes that the meeting be convened;
- (6) more than half of all directors and no less than two independent directors propose to convene the same;
- (7) any other circumstances as provided for by the laws, administrative regulations, rules and regulations, the securities regulators located at the places where the shares of the Company are listed and these Articles of Association.

In particular, the Board shall, in accordance with the laws and regulations, regulatory rules and these Articles of Association, furnish a written reply stating its agreement or disagreement on the convening of an extraordinary general meeting within ten days after receiving such proposal of the same from the independent directors. If the Board consents to such request, a notice of convening the Shareholders' general meeting shall be issued within five days after the resolution has been made by the Board.

Article 72 When the Company convenes a Shareholders' general meeting, written notice of the meeting shall be given 45 days before the date of meeting to notify the Shareholders whose names appear in the share register of the matters to be considered at, and the date and place of, the meeting. A Shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting 20 days before the date of meeting.

The Company shall report the notice of meeting to CIRC in writing and by email ten days prior to the convening of the Shareholders' general meeting.

Article 73 When the Company convenes a shareholders' general meeting, the Board, board of supervisors and shareholder(s) holding, individually or in aggregate, 3% or more of the shares of the Company shall have the right to propose new motions.

Shareholder(s) holding, individually or in aggregate, 3% or more of the number of the Company's shares shall have the right to propose an ex tempore motion 10 days prior to the general meeting by furnishing the same to the convener in writing. The convener shall issue a supplemental notice of general meeting within 2 days upon receipt of the proposed motion to make public the contents of the ex tempore motion. For the purpose hereof, the term "convenor" refers to a person who has the right to convene a shareholders' general meeting pursuant to these Articles of Association.

The contents of the motion proposed to a shareholders' general meeting shall fall within the terms of reference of such shareholders' general meeting, which shall have a clear subject for discussion and specific issues for resolution and shall be in compliance with the laws, administrative regulations and these Articles of Association.

Article 74 The Company shall, based on the written replies that it receives from the shareholders 20 days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amounts to one-half or more of the total number of voting shares of the Company, the Company may convene a shareholders' general meeting; if not, then the Company shall, within 5 days, notify the shareholders by way of a public announcement the matters to be considered at, and the place and date of, the meeting. The Company may then hold the meeting after publication of such announcement.

A shareholders' extraordinary general meeting shall not decide on any matter not stated in the notice of meeting.

Article 75 The notice of a shareholders' general meeting shall meet the following requirements:

- (1) it shall be made in writing;

- (2) it shall contain the record date for recording the shareholding interests of shareholders who are entitled to attend the shareholders' general meeting;
- (3) it shall specify the place, date and time of the meeting;
- (4) it shall describe the matters to be discussed at the meeting;
- (5) it shall provide necessary information and explanations to the shareholders so as to make sensible decision for the matters to be discussed. This principle shall include (but shall not be limited to) the circumstances where the Company proposes a merger, repurchase of shares, reorganization of share capital or other restructuring, the Company shall provide the specific conditions and contracts (if any) of the proposed transaction and shall earnestly explain the cause and consequence of such transaction;
- (6) it shall disclose the nature and extent of the conflict of interest, if any, of any director, supervisor, president, vice president or any other senior management in any matter to be discussed; and provide an explanation for the differences between the way in which the matter to be discussed would affect such director, supervisor, president, vice president or any other senior management in his capacity as shareholders and the way in which such matter would affect other shareholders of the same class;
- (7) it shall contain the full text of any special resolutions proposed to be adopted at the meeting;
- (8) it shall contain a conspicuous statement that shareholders who have the right to attend and vote thereat shall have the right to appoint one or more than one proxy to attend and vote on their behalf and that such proxy need not be a shareholder;
- (9) it shall state the time and place for serving the power of attorney in respect of voting at the meeting;
- (10) it shall contain the name and phone number of the permanent contact person for the meeting;
- (11) if a shareholders' general meeting is conducted online or otherwise, the timing and procedure for voting online or otherwise shall be specified in the notice of shareholders' general meeting.

Article 76 A notice of a shareholders' general meeting shall be served on each shareholder (regardless of whether such shareholder is entitled to vote at the meeting), by hand or prepaid mail to the address of the shareholder as shown in the register of shareholders.

For the holders of domestic shares, the notice of meeting may also be issued by way of public announcement. Such public announcements shall be published in one or more than one newspapers or periodicals designated by the securities regulatory authority of the State Council during a period between 45 and 50 days prior to the convening of the meeting. Once the announcement is made, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

For the holders of overseas-listed foreign investment shares, the notice of meeting may also be issued during a period between 45 and 50 days prior to the convening of the meeting pursuant to Article 237 of these Articles of Association, including the issue by way of a public announcement published on the websites of the Company and the stock exchange located in the place where the shares are listed. Once a notice of meeting is made by way of public announcement or is issued by any other means as permitted under Article 237 of these Articles of Association, all holders of overseas-listed foreign investment shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

Article 77 An accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat.

Article 78 Any individual shareholder who attends the meeting in person should present his identity card and other valid certificates or evidence or proof of his shareholding which can be used to substantiate his identity. If a proxy is appointed to attend the meeting, the proxy shall present his valid identity card and power of attorney issued by the shareholder.

A legal person shareholder shall be represented by its legal representative or proxy appointed by its legal representative to attend the meeting. If the legal representative attends the meeting, he shall present his identity card and valid proof of his qualification as a legal representative. When a proxy is appointed to attend the meeting, he shall present his own identity card and the power of attorney issued by the legal representative of the legal person shareholder in accordance with the law.

Notwithstanding the foregoing provisions, a representative or agent acting on behalf of a recognised clearing house within the meaning of the relevant laws and regulations of the place in which the shares of the Company are listed shall not be required to produce his written power of attorney and proof of shareholding.

Article 79 Shareholders attending a shareholders' general meeting shall express one of the following opinions on motions for voting: for, against or abstain, except that securities registration and settlement institutions, being the nominal holders of shares subject to the Mainland-Hong Kong stock connect, may express opinions according to the intentions of actual holders.

If a ballot is blank, marked erroneously or illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and the voting results for the number of shares that he or she holds shall be recorded as “abstained”.

Any shareholder who is entitled to attend and vote at a shareholders’ general meeting shall have the right to appoint one or more than one person (who need not be shareholders) as his proxy/proxies to attend and vote on his behalf. Such proxy may exercise the following rights according to the appointment made by the shareholder:

- (1) the shareholder’s right to speak at the meeting;
- (2) the right to demand or join in demanding a poll;
- (3) the right to vote by hand or on a poll, except that if a shareholder has appointed more than one proxy, the proxies may only exercise the voting rights by way of poll.

If the said shareholder is a recognized clearing house (or its agent) within the meaning of the relevant laws and regulations of the place in which the shares of the Company are listed, such shareholder may authorize one or more than one persons as he deems appropriate as his proxy/proxies to attend on his behalf any general meeting or any class shareholders’ meeting; if one or more than one persons are authorized, a power of attorney shall specify the number and class of shares in connection with such authorization. The person(s) so authorized can exercise the right on behalf of the recognized clearing house (or its agent) as if he is an individual shareholder (or they are individual shareholders) of the Company.

Article 80 Shareholders shall appoint their proxies in writing and the instrument shall be signed by the appointing shareholder or his agent who has been duly authorized in writing; if the appointor is a legal entity, the power of attorney shall be affixed with a chop of the legal person or shall be signed by its director or the duly authorized agent.

A power of attorney in respect of the voting proxy shall specify the following contents:

- (1) the name of the proxy;
- (2) whether or not the proxy has the right to vote;
- (3) the instructions on voting in favour of, against or abstention from voting in respect of each item of businesses included in the agenda of the shareholders’ general meeting;
- (4) the issue date and valid term of the power of attorney;

(5) the signature (or seal) of the appointor.

Article 81 A power of attorney in respect of a voting proxy shall be placed at the domicile of the Company or such other place as specified in the notice for convening the meeting at least 24 hours before the convening of the relevant meeting at which the proxy will be voted under such proxy or 24 hours prior to the specified time of voting. If the power of attorney is signed by a person authorized by the appointor, the authorization letter in respect of the authority to sign together with other authorization documents shall be notarized. The notarized authorization letter or other authorization instruments shall be placed together with the power of attorney in respect of voting proxy at the domicile of the Company, or at any other place designated in the notice of meeting.

If the appointor is a legal person, its legal representative or any person authorized by resolution of its board of directors or other decision-making body shall attend a shareholders' general meeting on behalf of the Company.

Article 82 The power of attorney issued by the Board of the Company to the shareholders for the appointment of proxies shall enable the shareholders to freely instruct their proxies to vote in favour of or against the motions and to give the respective instructions in respect of each individual matter to be voted at the meeting. The power of attorney shall contain a statement that, in the absence of instructions from the shareholder, the proxy may vote as he thinks fit.

Article 83 A vote given in accordance with the proxy shall be valid notwithstanding the death or loss of capacity of the appointor, the revocation of the authority under which a proxy letter was executed or the transfer of the relevant shares, insofar as the Company has not received any written notice in respect of such matters before the commencement of the relevant meeting.

Article 84 The Company shall convene a shareholders' general meeting at its place of domicile or at a place designated by the Board.

A meeting place shall be provided for convening a Shareholders' general meeting in the form of a physical meeting. The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, provide convenience to Shareholders in attending the shareholders' general meeting through various means and channels, with priority given to the provision of modern information technology measures such as online voting platforms. Shareholders attending the Shareholders' general meeting by the said method shall be deemed to have been present thereat.

The same voting right shall only be exercised by selecting to vote at the scene, online or otherwise. If the same right to vote has been exercised for multiple times, only the first voting result shall prevail.

Article 85 The convenor and the legal adviser retained by the Company shall verify the legality of the qualification of the shareholders based on the shareholder register provided by the securities registration and clearing authority and shall register the names of the shareholders together with the numbers of voting shares in their possession. Before the chairman of the meeting declares the number of shareholders and proxies present at the meeting onsite as well as the total number of voting shares in their possession, the registration formalities of the meeting shall be closed.

Article 86 When convening a shareholders' general meeting, all directors, supervisors and the secretary to the Board shall attend the meeting, and the president and other senior management shall attend the meeting as non-voting attendees.

Article 87 When considering a proposal at a shareholders' general meeting, no change shall be made to such proposal; otherwise, the relevant change shall be treated as a new proposal which cannot be voted at the general meeting.

Article 88 Prior to voting, the chairman of the meeting shall declare the number of shareholders and proxies present at the meeting onsite as well as the total number of voting shares in their possession. The number of shareholders and proxies present at the meeting onsite as well as the total number of voting shares in their possession shall be determined as those that have been registered at such meeting.

Article 89 Resolutions of shareholders at a general meeting shall take the forms of ordinary resolutions and special resolutions.

An ordinary resolution must be adopted by votes representing at least one-half of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting.

A special resolution must be adopted by votes representing at least two-thirds of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting.

Article 90 At the time of voting at a shareholders' general meeting, shareholders (including proxies) shall exercise their voting rights based on the number of voting shares represented by them, and each share shall carry one voting right. However, the shares held by the Company shall neither carry any voting right nor shall they be counted in the total number of voting shares represented at the general meeting.

When the shareholders' general meeting considers material matters that affect the interests of medium and small investors, the votes of medium and small investors shall be separately calculated. The result of separate calculation shall be publicly disclosed in a timely manner.

The board of directors, independent directors and shareholders who meet the relevant requirements may publicly solicit from other shareholders their voting rights. When soliciting shareholders' voting rights, specific voting intentions and other information shall be fully disclosed to the person solicited. No shareholders' voting rights shall be solicited in a compensative way or a disguised compensative way. The Company shall not set the minimum shareholding ratio limits for soliciting shareholders' voting rights.

Article 91 When considering matters in relation to the related party transactions at a shareholders' general meeting, related party shareholders shall abstain from voting, and the number of voting shares held by them shall not be counted into the total number of valid votes. The announcement of resolutions adopted at a shareholders' general meeting shall fully disclose the votes cast by the non-related party shareholders.

Article 92 At a shareholders' general meeting, a resolution shall be decided by a show of hands, unless a poll is required under the Listing Rules of the HKSE or is demanded by the following persons before or after a vote has been carried out by a show of hands:

- (1) the chairman of the meeting;
- (2) at least two shareholders with voting rights or their proxies; or
- (3) one or several shareholders (including proxies) holding individually or in aggregate more than 10% (inclusive) of the voting shares at the meeting.

Unless otherwise provided for in the Listing Rules of the HKSE, or unless a poll is demanded, the chairman of the meeting shall declare that a resolution has been adopted based on the results of the votes by a show of hands, and shall record the same in the minutes of the meeting, which shall serve as conclusive evidence without the need to provide evidence of the number or proportion of the votes cast in favour of or against such resolution.

The demand for a poll may be withdrawn by the person who made such demands.

Article 93 A poll demanded for resolving matters on the election of the chairman of the meeting or on the adjournment of the meeting shall be taken forthwith. A poll demanded for resolving any other matter shall be taken at a time decided by the chairman of the meeting, and the meeting may proceed to discuss any other business and the result of the poll shall still be treated as a resolution adopted at such meeting.

Article 94 On a poll taken at a meeting, a shareholder (including a proxy) entitled to have two or more than two votes need not cast his votes either all for or all against the resolution. When counting the votes, the number of shares represented by invalid votes shall not be counted into the total number of voting shares held by the shareholders present at the meeting.

Article 95 The following matters shall be adopted by an ordinary resolution at a shareholders' general meeting:

- (1) the business operation policies and investment plans of the Company;
- (2) working reports of the Board and the board of supervisors;
- (3) profit distribution plans and loss recovery plans of the Company;
- (4) election and replacement of directors and supervisors who are not employee representatives, and the decision of the remuneration and methods of payment of their remuneration of such directors and supervisors;
- (5) annual reports and reports on annual budget and final accounts of the Company;
- (6) the appointment and dismissal of an accounting firm which regularly carries out a statutory audit on the financial report of the Company;
- (7) matters in connection with donation to external parties with a total expense in excess of 5‰ of the registered share capital of the Company;
- (8) any other matters other than those which should be adopted by special resolutions pursuant to the laws, administrative regulations, regulatory rules or these Articles of Association.

Article 96 The following matters shall be adopted by a special resolution at a shareholders' general meeting:

The following matters shall be adopted by a special resolution at a Shareholders' general meeting:

- (1) the increase or decrease of the registered capital of the Company;
- (2) acquisition of the shares in the Company;
- (3) the merger, division, dissolution and liquidation of the Company or change of the corporate form of the Company;
- (4) the issue of bonds or other marketable securities of the Company and listing;
- (5) the amendment of these Articles of Association;

- (6) to consider and approve various investment matters in which any of the assets ratio, consideration ratio, profits ratio, revenue ratio and equity capital ratio is more than 25% pursuant to the Listing Rules (as amended from time to time) applicable to the Company;
- (7) to consider and approve the external investments and the related disposal matters of the Company with a single transaction value in excess of 50% of the latest audited net assets of the Company (other than the transaction entered into between the Company and its controlled subsidiaries);
- (8) to consider and approve matters in connection with the write-off of assets in which the initial cost of a single or individual asset is in excess of 2% of the latest audited net assets of the Company or 5% in aggregate of the latest audited net assets of the Company on an annual basis;
- (9) the consideration and approval of any acquisition or disposition of material assets, or any provision of a guarantee, by the Company within one year that are in excess of 30% of the audited total assets of the Company for the most recent period;
- (10) the approval of mortgage of assets of the Company with the single asset project in excess of 10% of the latest audited net assets of the Company, or 30% in aggregate of the latest audited net assets of the Company on an annual basis (excluding the employment of funds during the ordinary course of business operation);
- (11) equity incentive schemes;
- (12) the establishment of legal entity by the Company;
- (13) removal of the independent directors;
- (14) any other matter stipulated by laws and regulations, regulatory rules or agreed by these Articles of Association, and any other matter that, if resolved by way of an ordinary resolution at the Shareholders' general meeting may have a material impact on the Company or any other matters required to be adopted by special resolution.

Article 97 If a single Shareholder (a related Shareholder or parties acting in concert with it) of the Company holds more than 30% of its shares, the election of directors and supervisors at the Shareholders' general meeting shall be voted via the cumulative voting system.

The said cumulative voting system means that, when the more than two directors or supervisors are elected at the Shareholders' general meeting, each share held by Shareholders has the same number of voting rights as the number of directors and supervisor to be elected and the Shareholder can vote by concentrating the number of shares held. Whether a director or supervisor is elected is determined according to the number of votes, while the total number of votes obtained by an elected director or supervisor shall exceed one-half of the total number of votes (before cumulating) held by all Shareholders attending the Shareholders' general meeting.

Article 98 An extraordinary general meeting or a class shareholders' meeting requested to be convened by a shareholder shall comply with the following procedures:

- (1) Shareholders holding individually or in aggregate 10% or more of the Company's shares may sign one or several written requisitions in the same format and with the same content, requiring the Board to convene an extraordinary general meeting or a class shareholders' meeting and stating the proposed matters to be discussed thereat. The Board shall, in accordance with the laws, administrative regulations and these Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days upon receipt of such requisition(s). The shareholdings referred to in the above shall be calculated as at the date on which the shareholder(s) propose(s) such written requisition(s).
- (2) If the Board agrees to convene an extraordinary general meeting or a class shareholders' meeting, the notice of convening such meeting shall be issued within five days after adopting the relevant resolution of the Board. Any changes to the original proposal made in the notice shall require prior approval of the relevant shareholders.
- (3) If the Board does not agree to convene an extraordinary general meeting or a class shareholders' meeting, or does not furnish any reply within ten days upon receipt of such requisition, shareholders holding individually or in aggregate 10% or more of the shares of the Company shall have the right to propose to the board of supervisors the convening of an extraordinary general meeting and such proposal to the board of supervisors shall be made in writing.
- (4) If the board of supervisors agrees to convene an extraordinary general meeting or class shareholders' meeting, the notice of such meeting shall be issued within five days upon receipt of such requisition. Any changes to the original requisition made in the notice shall require prior approval of the relevant shareholders.

- (5) Failure of the board of supervisors to issue a notice of general meeting within the prescribed period shall be treated as the circumstances that the board of supervisors does not convene or preside over the shareholders' general meeting, and shareholders individually or in aggregate holding 10% or more of the Company's shares for 90 consecutive days or more shall be entitled to convene and preside over the meeting at their own discretion.

Any reasonable expenses incurred by a shareholder who convenes and holds a meeting on his own by reason of the failure of the Board to do so shall be borne by the Company and shall be deducted from the sums owed by the Company to the defaulting directors.

Article 99 The chairman of the Board shall serve as the chairman of the shareholders' general meeting. If the chairman of the Board is unable to, or does not, perform his duties, the vice chairman of the Board shall serve as the chairman of the meeting. If the vice chairman of the Board is unable to, or does not, perform his duties, at least half of the number of the directors shall jointly elect a director to serve as the chairman of the meeting.

If the board of supervisors convenes a shareholders' general meeting on its own, the chairman of the board of supervisors shall serve as the chairman of the meeting. If the chairman of the board of supervisors is unable to, or does not, perform his duties, at least half of the number of the supervisors shall jointly elect a supervisor to serve as the chairman of the meeting.

If a shareholder convenes a shareholders' general meeting on his own, the convenor shall elect a representative as the chairman of the meeting. If the shareholders fail to elect a chairman for any reason, the shareholder (including his proxy) holding the highest number of voting shares present at the meeting shall be the chairman of the meeting.

When convening a shareholders' general meeting, if the chairman of the meeting violates the rules of procedures to the effect that the meeting cannot be proceeded, another person may be elected to serve as the chairman of the meeting with the approval of the majority of the shareholders with voting right present at the meeting.

Article 100 If the chairman of the meeting has any doubt as to the result of a resolution, he may have the votes re-counted. If the chairman of the meeting has not re-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 of the result, demand that the votes be re-counted and the chairman of the meeting shall forthwith re-count the votes.

Article 101 If the votes are re-counted at a shareholders' general meeting, the re-counting result shall be recorded in the minutes of the meeting.

Minutes shall, together with the attendance book relating to the shareholders and the power of attorney for proxies attending the meeting, be kept at the place of domicile of the Company.

Article 102 Shareholders may have access to copies of the minutes of the shareholders' general meeting free of charge during the office hours of the Company. If any shareholder requests to obtain from the Company a copy of the relevant minutes, the Company shall deliver such copy within 7 days after receipt of the reasonable fees incurred.

Article 103 If a shareholder is required to abstain from voting on any particular resolution, or is restricted to voting only for or only against any particular resolution, under the Listing Rules of the HKSE, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

Article 104 When convening a shareholders' general meeting, the Company shall retain a legal counsel to give legal advice and make an announcement on the following issues:

- (1) whether or not the procedures for summoning and convening a general meeting comply with the requirements of the laws, administrative regulations and these Articles of Association;
- (2) whether the qualifications of the people attending and convening the shareholders' general meeting are legally valid;
- (3) whether the voting procedures for, and the voting results of, the general meeting are legally valid;
- (4) the issuance of the legal opinion(s) on other relevant issues at the request of the Company.

The Company shall report resolutions to the CIRC within 30 days after resolutions have been made at the Shareholders' general meeting.

Article 105 Minutes of meetings shall be prepared for a shareholders' general meeting, and the secretary of the Board shall be responsible for such minutes. The minutes of meeting shall record the following information:

- (1) time, venue and agenda of the meeting and name of the convenor;

- (2) names of the chairman of the meeting as well as the directors, supervisors, managers and other senior management present at the meeting or attending the meeting on a non-voting basis;
- (3) the number of shareholders and proxies present at the meeting, the number of voting shares held by such shareholders and proxies, and its proportion to the total number of shares of the Company;
- (4) details of the consideration of, key points of discussion relating to, and the voting result of, each resolution;
- (5) shareholders' enquiries and suggestions, and corresponding answers or explanation;
- (6) Names of legal adviser, vote counting officers and scrutineer;
- (7) Any other issues that should be recorded in minutes of meeting as provided for in these Articles of Association.

Article 106 The convenor shall ensure that the content of the minutes shall be true, accurate and complete. Directors, supervisors, board secretary, convenor or its representative and chairman of the meeting present at the meeting shall sign on the minutes. Minutes shall, together with the attendance book relating to the shareholders present in person at the meeting and the power of attorney for proxies attending the meeting and information on online voting or voting by other methods, be kept on a permanent basis.

Chapter IX Special Voting Procedures for Class Shareholders

Article 107 Shareholders who hold different classes of shares shall be class shareholders.

Class shareholders shall have rights and obligations in accordance with the laws, administrative regulations and these Articles of Association.

If the share capital of the Company comprises of non-voting shares, the words "non-voting" shall be added to the title of such shares.

If the share capital comprises of shares attached with different voting rights, the words "limited voting right" or "restricted voting right" shall be added to the title of each class of share (except for shares with the most favourable voting right attached).

Article 108 If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at a shareholders' general meeting and by a separate shareholders' meeting convened by the affected class shareholders in accordance with Articles 110 to 114.

Article 109 The following circumstances shall be deemed to be a change or abrogation of the rights attached to a particular class of shares:

- (1) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of shares of that class;
- (2) to exchange all or part of the shares of that class for shares of another class, or to exchange or create a right to exchange all or part of the shares of another class for shares of that class;
- (3) to cancel or reduce the right to accrued dividends or the right to cumulative dividends attached to shares of that class;
- (4) to reduce or cancel the preferential right attached to shares of that class to receive dividends or to enjoy the distribution of assets in the event that the Company is liquidated;
- (5) to add, cancel or reduce conversion rights, election rights, voting rights, transfer rights or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class;
- (6) to cancel or reduce rights to receive payment payable by the Company in particular currencies attached to shares of that class;
- (7) to create a new class of shares having the voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;
- (8) to restrict the transfer or ownership of shares of that class or to increase the types of restrictions attaching thereto;
- (9) to grant the right to subscribe for or convert into shares of the Company of that class or another class;
- (10) to increase the rights or privileges of shares of another class;

(11) to propose to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;

(12) to alter or abrogate the provisions of this Chapter.

Article 110 Shareholders of the affected class shall, regardless of whether having the right to vote or not at shareholders' general meetings, have the right to vote at class shareholders' meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 109, but interested shareholders shall not be entitled to vote at such class shareholders' meetings.

For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meanings:

- (1) if the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through open transactions on a stock exchange in accordance with Article 34 hereof, the controlling shareholders as defined in Article 66 of these Articles of Association shall be the "interested shareholders";
- (2) if the Company has repurchased its own shares under an off-market agreement in accordance with Article 34 of these Articles of Association, shareholders who are connected with such agreement shall be the "interested shareholders";
- (3) under a restructuring proposal of the Company, shareholders who will assume responsibility for a proportion lower than that assumed by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from that of other shareholders of the same class, shall be the "interested shareholders".

Article 111 Resolutions of a class shareholders' meeting shall be adopted by two-thirds or more of the votes cast by class shareholders carrying voting rights and attending the class shareholders' meeting in accordance with Article 110.

Article 112 When convening a class shareholders' meeting, the Company shall issue a written notice to all class shareholders whose names appear on the register of shareholders 45 days before the class shareholders' meeting is convened, and notify them of the matters to be considered at such meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall deliver a written reply to the Company 20 days before the meeting is convened.

If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is at least one-half of the total number of shares of that class carrying the right to vote at the meeting, the Company may convene a class shareholders' meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the place, date and time of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may convene the class shareholders' meeting.

The quorum for convening any of the above class shareholders' meetings (other than the adjournment of meeting) for the purpose of considering the alteration of any class of shares shall be at least one-third of the holders of the issued shares of such class.

Article 113 Notice of class shareholders' meetings need only be served on shareholders entitled to vote thereat.

Class shareholders' meetings shall be conducted in a manner similar to the shareholders' general meetings to the fullest extent as possible. The provisions relating to the conduct of a shareholders' general meeting as contained in these Articles of Association shall also apply to a class shareholders' meeting.

Article 114 Except for the holders of other classes of shares, the holders of domestic shares and holders of overseas-listed foreign investment shares shall be treated as holders of different classes of shares.

The special procedures in respect of voting by class shareholders shall not apply in the following circumstances:

- (1) where the Company issues, either separately or concurrently, domestic shares and overseas-listed foreign investment shares at an interval of 12 months upon the approval by special resolution of its shareholders in a general meeting, and the number of the domestic shares and overseas-listed foreign investment shares intended to be issued does not exceed 20% of the issued and outstanding shares of each of such class;
- (2) where the plan for the issue of the domestic shares and overseas-listed foreign investment shares at the establishment of the Company is completed within 15 months from the date of approval of the CSRC;
- (3) upon the approval by the securities regulatory authority of the State Council, any shares held by holders of domestic shares of the Company have been transferred to foreign investors and listed or traded at a stock exchange outside the PRC.

Chapter X Board of Directors

Section 1 Directors

Article 115 Directors shall be natural persons and elected at the shareholders' general meeting. The term of office shall be three years, calculated from the date of being duly appointed until the expiration of the term of office of the relevant session of the Board. A director may be re-elected to serve consecutive terms upon expiration of such term of office. Where re-election is not carried out promptly upon expiration of the term of office of a director, the existing director shall continue to perform the duties of a director pursuant to the laws, administrative regulations, departmental rules and regulations and these Articles of Association until a successor is elected to take up the position.

The role of director may be performed concurrently by the president or other senior management member of the Company. However, the number of directors who concurrently hold the office of president or other senior management members and who are employee representatives shall not exceed one-half of the total number of directors of the Company.

The Board, the nomination and remuneration committee under the Board and Shareholders holding individually or in aggregate 3% and more of the Company's shares may nominate the directors.

The list of candidates for directorship shall be proposed to be resolved at a Shareholders' general meeting by resolution under a motion. The Board shall provide the resumes and general information of the candidates to the Shareholders. For resolutions on the election of directors to be considered at a Shareholders' general meeting, the voting for each of the candidates shall be conducted one by one and the resolution shall be adopted by way of an ordinary resolution, except for voting via cumulative voting system.

A written notice stating the intention to nominate a candidate for directorship and the candidate's willingness to accept the nomination shall be dispatched to the Company after the Company has issued the notice of a shareholders' general meeting in respect of the election of such director no less than 7 days prior to the date of convening the shareholders' general meeting, and such notice period shall not be less than 7 days.

Subject to the relevant laws and administrative regulations, a director whose term of office has not expired may be dismissed by an ordinary resolution at a shareholders' general meeting (provided that any claim for indemnity which may be raised under any contract shall not be affected thereby).

The chairman and vice chairman of the Board shall be elected and removed by a simple majority vote of all members of the Board. The term of office of the chairman and vice chairman shall be three years which shall be commenced from the date of appointment and is renewable upon re-election.

Directors are not required to hold shares of the Company.

Article 116 The directors shall possess the professional knowledge and work experience appropriate to their duties and shall comply with the laws and regulations, the conditions prescribed by the CIRC and other regulatory requirements. Directors elected and appointed in breach of this article shall be deemed invalid. If the directors fail to comply with the relevant laws and regulations, the CIRC and other regulatory requirements relevant to director's qualifications or conditions during their terms of office, the Company shall remove such directors.

Article 117 Directors elected as additional or alternative directors at a general meeting shall hold office from the effective date of such election until the expiration date of the term of such session of the Board.

Subject to the laws and regulations of the PRC, these Articles of Association as well as other provisions, any person appointed by the Board to fill a casual vacancy of the Board or to serve as an additional director shall hold office until the next following annual general meeting of the Company only, and shall then be eligible for re-appointment upon re-election.

Article 118 Directors shall have excellent conduct and reputation and shall also have sufficient time and necessary knowledge and ability to perform their duties. The Board should require, and shall have the right to require, the management to fully and accurately provide in a timely fashion all information reflecting the operation and management of the Company and to fully and accurately give an explanation on the relevant issues in a timely fashion.

Article 119 The Company may establish the necessary director's liability insurance system.

Article 120 The Company shall establish an evaluation and appraisal system for the due diligence of directors. The Board shall conduct due diligence on the directors each year and submit the due diligence report concerning the directors to the Shareholders' general meeting and the board of supervisors.

Article 121 A director shall be deemed to be unable to carry out his duties if he fails to attend two consecutive Board meetings in person and fails to appoint another director to attend the Board meetings on his behalf. The Board shall propose at a shareholders' general meeting for the removal of such director.

Article 122 A director who intends to resign shall submit a written resignation report to the Board. The Board shall disclose the relevant particulars in accordance with the listing rules of the place of listing.

If the number of the members of the Board falls below the quorum due to the resignation of some directors from the Board, the original directors shall, before the newly elected directors take office, perform their functions and duties as directors in accordance with laws, administrative regulations, departmental rules and these Articles of Association.

Except for the circumstances set out in the preceding paragraph, resignation of a director shall take effect from the time when the resignation report is served on the Board.

The director's duty of loyalty to the Company and the Shareholders remains effective and valid within one year commencing from the resignation date.

Section 2 Board of Directors

Article 123 The Company shall have a board of directors, which shall be accountable and report its work to the shareholders' general meeting. The Board shall consist of fourteen directors, the number of independent directors shall be five, and the number of executive directors shall be two, and the number of non-executive directors shall be seven. The Board shall have one chairman and one vice-chairman. The chairman and vice-chairman shall be elected by more than half of all directors.

Article 124 The Board shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:

- (1) to be responsible for convening the shareholders' general meeting and to report its work to the shareholders' general meeting;
- (2) to implement the resolutions of the shareholders' general meeting;
- (3) to decide on the annual business plans and investment plans of the Company;
- (4) to formulate the annual financial budget plans and the final budget plans of the Company;
- (5) to formulate the plans for profit distribution (including plans for year-end dividend distribution) and loss minimisation of the Company;
- (6) to formulate plans for the increase or reduction of the registered share capital of the Company, and for issuance and listing of corporate bonds and other securities;

- (7) to formulate plans for substantial acquisition or acquisition of the shares in the Company or for merger, division, dissolution and change of the corporate form of the Company;
- (8) to decide on the setup of the Company's internal management departments;
- (9) to nominate the directors of the Company;
- (10) to appoint or dismiss the president, to appoint or dismiss the secretary to the Board of the Company in accordance with the nomination by the chairman, to appoint or dismiss the officer responsible for auditing of the Company in accordance with the nomination by the chairman or the audit committee, and to appoint or dismiss and determine the remuneration and rewards and punishments of the vice presidents, chief financial officer, chief actuary, compliance officer, chief risk officer, professional chief controllers and other senior management of the Company in accordance with nominations by the president;
- (11) to formulate the basic management system of the Company;
- (12) to formulate amendments to these Articles of Association, to draw up the procedural rules for Shareholders' general meetings and the rules of procedure of the Board, and to consider working rules for the special committees under the Board;
- (13) to take charge of the information disclosure of the Company;
- (14) to report the status of related party transactions and the implementation of management system for related party transactions to the Shareholders' general meeting on an annual basis;
- (15) to consider and approve the following material related party transactions:
 - (1) a single transaction between the Company and a related party amounting to 1% of the net assets of the Company as at the end of the previous year or exceeding RMB30 million but less than 5% of the net assets of the Company as at the end of the previous year;
 - (2) material related party transactions between the Company and its subsidiaries;
 - (3) other related party transactions to be approved by the Board as required by relevant regulatory requirements or the policies of the Company;

For the definition of “material related party transaction”, please refer to the definition set out in Article 68 of these Articles of Association

- (16) to submit for the consideration of the Shareholders’ general meeting proposals on the engagement, dismissal of an accounting firm which provides regular statutory audit on the financial report of the Company;
- (17) to explain to the Shareholders’ general meeting the auditor’s reports with modified audit opinion given by the certified public accountant in relation to the financial report of the Company;
- (18) to engage external audit institutions to implement the audit for the directors and senior management of the Company;
- (19) to receive work reports of the president of the Company and review the president’s work;
- (20) other functions and powers conferred by laws, administrative regulations, departmental rules, regulatory rules of the stock exchange of the place of listing or these Articles of Association.

The authority of the Board shall be exercised by the Board en masse. In principle, the statutory functions and powers of the Board shall not be granted to the chairman, directors or other individuals or institutions for exercising. Where it is really necessary for authority to be granted for certain specific matters involving decision-making, authority shall be granted by way of board resolutions in accordance with laws. Each authorization shall be made for one specific matter only. The functions and powers of the Board shall not be granted in general or permanently to other individuals and institutions for exercising.

Article 125 The Board shall formulate strict review and decision-making procedures, clarify its authority of examination and approval, and consider and approve or authorize the president to make decisions on external investments and related disposal, purchase, disposal and write-off of assets, mortgage of assets and external donations:

- (1) to consider and approve the external investment of the Company with transaction value of a single project not in excess of 50% of the audited net asset value of the Company for the most recent period (other than the transaction entered into between the Company and its controlled subsidiaries), and investment matters in which the assets ratio, consideration ratio, profits ration, revenue ratio and equity capital ratio are no more than 25% pursuant to the Listing Rules (as amended from time to time) applicable to the Company; of which, the amount of a single authorized project shall not exceed RMB1 billion, while the annual accumulative authorization amount shall not exceed RMB2.5 billion;

- (2) to consider and approve the external investment and the related disposal matters of the Company with a single transaction value not in excess of 50% of the audited net asset value of the Company for the most recent period (other than the transaction entered into between the Company and its controlled subsidiaries); of which, the initial cost of a single authorization project shall not exceed RMB500 million;
- (3) to consider and approve matters in connection with the acquisition or disposal of material assets by the Company within one year with a value not in excess of 30% of the audited total assets of the Company for the most recent period; for asset acquisition matters, the amount of a single authorized project shall not exceed RMB1 billion, while the annual accumulative authorization amount shall not exceed RMB2.5 billion; for asset disposal and transfer matters, the net book value of assets of a single authorized project shall not exceed RMB500 million;
- (4) to consider and approve matters in connection with the write-off of assets in which the initial cost of a single or individual asset is not in excess of 2% of the audited net asset value of the Company for the most recent period and not in excess of 5% in aggregate of the audited net asset value of the Company for the most recent period on an annual basis; of which, the initial cost of a single authorization project or an one-off amount shall not exceed RMB100 million, while the annual accumulated authorization amount shall not exceed RMB300 million;
- (5) to consider and approve matters in connection with the mortgage of assets with a single transaction value not in excess of 10% of the audited net asset value of the Company for the most recent period and not in excess of 30% in aggregate of the audited total assets of the Company for the most recent period on an annual basis; of which, the amount of a single authorized project shall not exceed RMB1 billion;
- (6) to consider and approve on matters in connection with external donations with a total expense not in excess of 5% of the registered share capital of the Company; of which, the expenses of a single authorized project shall not exceed RMB10 million, while the total amount of authorized expenses in the prevailing year shall not exceed RMB25 million.

The external investments referred in items (1) and (2) under this article and the mortgage of assets in item (5) do not include the employment of funds in the ordinary course of business operation; assets referred in item (3) under this article mean fixed assets and intangible assets.

If there is any requirement specified by the laws, administrative laws or regulators, or otherwise provided in these Articles of Association, such requirements shall prevail.

Article 126 The Board shall set up a strategic and investment decision-making committee, an audit committee, a nomination and remuneration committee, a risk management committee and other special committees where necessary. The special committees shall carry out its work as authorized by the Board, and shall be accountable to the Board. The rules of procedure and the duties and responsibilities of each committee shall be formulated by the Board.

The strategic and investment decision-making committee is composed of at least three directors, which shall be chaired by the chairman of Board of the Company.

The audit committee is composed of at least three directors who hold no positions in the management, and the independent directors shall account for above one-half of its members. The members shall possess the professional knowledge as to finance and laws appropriate to their duties and the committee shall have at least one finance or audit professional.

The nomination and remuneration committee is composed of at least three non-executive directors and shall comprise a majority of independent directors.

The risk management committee is composed of at least three directors and independent directors.

Article 127 If the Board intends to dispose of the fixed assets, and if the total of the expected value of the fixed assets to be disposed of and the amount of consideration received from disposals of fixed assets in the 4 months immediately preceding the disposal exceeds 33% of the value of the Company's fixed assets as shown in the latest balance sheet reviewed by the shareholders' general meeting, then the Board may not dispose of or agree to dispose of the fixed assets without the prior approval of the shareholders' general meeting.

The "disposal of fixed assets" referred to in this Article includes transfers of interests in certain assets, but does not include pledge of fixed assets as guarantee.

The validity of any transaction carried out by the Company for disposal of fixed assets shall not be affected by any violation of the first paragraph of this Article.

In making decisions on market development, merger and acquisition, investment in new areas and on other aspects, where the amount of investment or the amount of assets to be merged or acquired under a project is not less than 10% of the total assets of the Company, the Board shall engage public consultancy institutions to give professional views on the intended transactions which shall be an important basis on which the Board makes its decisions.

Article 128 The chairman shall exercise the following functions and powers:

- (1) to preside over the shareholders' general meeting and to convene and preside over Board meetings;
- (2) to oversee implementation of the resolutions of the Board;
- (3) to sign securities issued by the Company;
- (4) other functions and powers as conferred by the Board.

The vice-chairman shall assist the chairman with his functions and duties. Where the chairman is unable or fails to perform his functions and duties, the vice-chairman shall act on his behalf; where the vice-chairman is unable or fails to perform his functions and duties, a director elected by more than half of all directors shall act on his behalf.

Article 129 The Board shall convene four regular Board meetings a year. The Board meetings shall be convened by the chairman. Notice of a regular Board meeting shall be given to all directors and supervisors at least fourteen days before the meeting is convened.

A notice of Board meeting shall include the following: date/time and venue of meeting, duration of meeting, purposes and agenda of meeting, date of the notice.

Where there is an urgent matter, shareholders representing one-tenth or more of the voting rights, one-third or more of the directors, two or more independent directors, or the chairman of the board of supervisors or the chairman of the Board, may propose that an extraordinary Board meeting be convened. The chairman of the Board shall within ten days of receipt of the notice convene and preside over a Board meeting. To convene an extraordinary Board meeting, notice shall be given to all directors three days prior to the meeting.

Article 130 The agenda and meeting documents of a Board meeting shall be delivered to all directors promptly, and in any event shall be delivered to all directors at least three days (or such other time limit as agreed) prior to the date fixed for the Board meeting.

Any material matter which is subject to the decision of the Board shall be notified to all executive directors and non-executive directors within the time limit stipulated in this Article, and sufficient materials shall be provided at the same time and the meeting shall be held strictly in accordance with stipulated procedures. Directors shall be entitled to demand additional materials.

If a director has attended the meeting, and has not raised any opposition either before or at the meeting stating that notice of meeting has not been received, notice of meeting shall be deemed to have been issued to that director.

The Board meeting may be held in the form of teleconference or with similar communication equipment. To hold such a meeting, so far as all directors present can clearly hear what the other directors say and communicate with them, all directors shall be deemed to be personally present at the meeting.

Article 131 In so far as ensuring that directors can give their views fully, the Company may hold Board meetings by circulating documents for votes to be taken and then adopt resolutions on that basis. A resolution shall take effect when it is signed by the last director whose signature is required for its effectiveness.

In principle, the Board meeting shall not resolve on any motion which is not set out in the notice of meeting. If an organization or individual who has the right to raise a motion raises a motion for a special reason, and all directors unanimously agree to grant a waiver of procedural defects for the provisional motion, the provisional motion may be considered and a vote may be taken on it.

The matters which shall not be voted at the meeting held by way of voting via correspondence, include, but not limited to, profit distribution plans, remuneration proposal, material investments and assets disposal, engagement and dismissal of senior management.

Article 132 A Board meeting shall be held only if more than half of the directors (including directors who are appointed to attend as proxy in accordance with the provision of Article 133 of these Articles of Association) are present.

Resolutions of the Board shall be voted on by a show of hands or by verbal or written vote. Each director shall have one vote. A board resolution shall be passed only if a majority of all directors vote in favour of it. Where the negative votes and the affirmative votes are equal in number in a vote taken by the Board, the chairman has no right to cast another vote.

Article 133 Board meetings shall be attended by the directors in person. A director who is unable to attend a Board meeting for some reason may appoint another director in writing to attend it on his behalf. The power of attorney shall set forth the name of the proxy, proxy matters, the scope of authorization and the period of validity, and shall be signed or sealed by the appointor. One director shall not in principle accept proxy appointment from more than two directors who do not attend the meeting in person.

A director who attends a meeting on behalf of another director shall exercise the rights of the director within his scope of authorization. A director who has neither attended a meeting in person nor appointed a proxy to attend it on his behalf shall be deemed to have waived his voting right at that meeting.

Article 134 A director who has a related party relationship with an enterprise involved in a matter to be resolved at the Board meeting shall not exercise the voting right of his own or on behalf of other directors in respect of the resolution when considering the material related party transactions. The Board meeting may be held if it is attended by a majority of directors who do not have such related party relationship. A resolution at the Board meeting shall be adopted if above two-thirds of directors who do not have such related party relationship vote in favour of it. If the number of directors who do not have such related party relationship and is present at the Board meeting is less than three, the matter shall be submitted to the Shareholders' general meeting of the Company for consideration. The related party relationship mentioned above shall be handled in accordance with the provisions of the relevant laws and regulations and the rules of regulatory authorities.

Article 135 The Board shall prepare minutes for matters discussed at its meeting. The directors and the secretary to the board who are present at the meeting shall sign the meeting minutes. The directors present at the meeting shall have the right to request that explanatory notes be made in the minutes for their speeches. The directors shall be responsible for the resolutions adopted by the Board. Where the resolutions of the Board violate the laws, administrative regulations, these Articles of Association or the resolutions of the shareholders' general meetings and result in severe losses to the Company, the directors who participate in the resolution shall be liable to the Company for compensation, provided that a director who can prove that he has raised an opposition and has it recorded at the meeting minutes may be absolved from such liability. The secretary to the board shall maintain minutes of Board meetings. If a director gives reasonable notice, the secretary to the board shall make the relevant minutes available for the director's inspection during reasonable time slots.

Article 136 If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the board which the board has determined to be material, the matter should be dealt with by a physical board meeting rather than a written resolution. Independent non-executive directors who, and whose associates, have no material interest in the transaction should be present at that board meeting.

Section 3 Independent Directors

Article 137 Independent directors shall be highly professional with good reputation and meet the directorship qualifications requirements and the independence requirements of the relevant laws and regulations, the CIRC and other regulators.

Article 138 The independent directors bear the duties of good faith and due diligence and care towards the Company and all shareholders. The independent directors shall, pursuant to the requirements of the relevant laws and regulations and these Articles of Association, earnestly perform their duties, protect the overall interests of the Company, and, in particular, ensure that the legitimate rights and interests of the insured and the minority shareholders are protected from being harmed.

An independent director shall not assume any post in any other insurance company operating a similar main business or act as an independent director in more than four companies at the same time, and shall ensure that he has sufficient time and energy to perform his duties as an independent director.

Article 139 The independent directors shall perform their functions and duties independently, free from any influence from the major shareholders or actual controller of the Company or other organizations or individuals who have an interest in the Company.

Article 140 The independent directors of the Company shall meet the following basic conditions:

- (1) having the qualifications required to act as a director of a listed company in accordance with the provisions of laws, administrative regulations and other relevant provisions;
- (2) meeting the requirements of independence;
- (3) having basic knowledge of the operations of listed companies, being conversant with the relevant laws, administrative regulations, ordinances and rules;
- (4) having not less than five years of experience in legal, economic or other areas which is necessary for performing the duties as independent directors;
- (5) other conditions as prescribed by the Company;

Article 141 The independent directors shall meet the requirements of independence. The following persons shall not serve as independent directors:

- (1) persons who have worked for a shareholder holding not less than 5% of the shares in the insurance company or who have worked for the top ten shareholders of the insurance company, in the most recent three years in each case, and their close relatives;
- (2) persons who have worked in the insurance company or an enterprise under its actual control in the most recent three years, and their close relatives;
- (3) persons who have provided legal, audit, actuary and management consultancy or similar services to the insurance company in the most recent twelve months;
- (4) persons who have acted as partners, controlling shareholders or senior management of a banking, law, consultancy and audit institution which has dealings with the insurance company;

- (5) other persons who are identified by the CIRC as persons whose independent judgment may be affected;
- (6) any person who fails to meet the eligibility requirements for independent directors of the securities regulatory authorities of the place of listing.

Article 142 The independent directors shall be nominated in the following ways:

- (1) direct nomination to the shareholders' general meeting by shareholders who individually or jointly hold not less than 3 percent of the shares in the insurance company, provided that one shareholder may only nominate one independent shareholder;
- (2) nomination by the nomination and remuneration committee of the Board;
- (3) nomination by the board of supervisors;
- (4) other ways as identified by the CIRC.

Article 143 The nominator of an independent director shall seek the consent of the nominee before the nomination. The nominator shall fully understand the occupation, educational qualifications, job title, detailed work experience, all part-time jobs and other particulars of the nominee, and shall give his view on the nominee's qualifications and independence as independent directors. The nominee shall make a statement stating that there is no such relationship between himself and the Company as to affect the independence and objectivity of his judgment.

Article 144 The term of office of each session of independent directors shall be the same as that of other directors of the Company. Upon expiry of the term, an independent director may serve another term if re-elected, provided that his consecutive terms shall not exceed six years in total.

Article 145 If an independent director fails to attend a Board meeting for three consecutive times, the Board shall submit to the shareholders' general meeting that the independent director be dismissed. Except for the circumstances mentioned above and such other circumstances as prescribed in the Company Law in which a person shall not act as a director, an independent director shall not be dismissed without reason before the expiry of his term of office. If an independent director is dismissed prematurely, the Company shall disclose the dismissal as a matter requiring special disclosure. A dismissed independent director who considers his dismissal unjustified may make a public statement.

Article 146 An independent director may resign before his term of office expires. An independent director who wants to resign shall submit a written resignation report to the Board to spell out any circumstances related to the resignation or those which he considers to be necessary to draw to the attention of the shareholders or the creditors of the Company. If the resignation of an independent director results in the proportion of the independent directors to the directors of the Company falling below the minimum requirement of these Articles of Association, the written resignation report of the independent director shall take effect only after his successor fills the resultant vacancy.

Article 147 In order to bring the role of the independent directors into full play, in addition to the functions and powers conferred on them by the Company Law, these Articles of Association and the relevant laws and regulations, the Company confers the following special functions and powers on the independent directors:

- (1) independent directors shall examine and give views on the fairness of material related party transactions, the execution of internal review procedures for material related party transactions and their impacts on the policyholders' interests; Material related party transactions shall be subject to the approval of above one-half of the independent directors before they are submitted to the Board for consideration; Before making any judgment, above two independent directors may engage an intermediary institution as they deem necessary to issue an independent financial advisor report as the basis of their judgment; Independent directors shall give written views on problematic related party transactions;
- (2) to submit to the Board the engagement or dismissal of an accounting firm with the consent of at least one-half of the independent directors;
- (3) to request the Board to convene an extraordinary Shareholders' general meeting by at least one-half and no less than two independent directors;
- (4) to propose that a Board meeting be convened by at least two independent directors;
- (5) to engage external audit institutions or consulting institutions independently by independent directors;
- (6) Other functions and powers stipulated by laws and regulations, regulatory rules and the Articles of Association.

Article 148 In addition to performing the functions and powers conferred on them by the preceding article, the independent directors shall also give their independent views to the Board or the shareholders' general meeting on the following matters:

- (1) nomination or removal of directors;
- (2) appointment or dismissal of senior management;
- (3) remuneration of the directors and senior management of the Company;
- (4) material related party transactions;
- (5) existing or new borrowings lent by the Company to the actual controller of the Company or his affiliated enterprises with a total value exceeding 5% of the latest audited net asset value of the Company or other financial transactions, and whether the Company has taken effective measures to recover the amounts owed;
- (6) profit distribution plans;
- (7) investments, leasing, assets purchase and sale, guarantee and other material transactions that do not fall within the business plan;
- (8) other matters considered by the independent directors to be potentially have a significant impact on the rights and interests of the Company, minority Shareholders or the insured;
- (9) other matters as stipulated by laws and regulations, regulatory rules or these Articles of Association.

The independent directors shall give one of the following types of view on the matters mentioned above: in favour of; reservation (and the reasons); against (and the reasons); incapability to give a view and the obstacles.

The independent directors shall submit written opinions to the Company and report to the CIRC when they abstain from voting on or vote against or have obstacles in giving views on the matters mentioned above.

Article 149 Where the Board does not accept the view of the independent directors, above one-half and no less than two independent directors may request that the Board convene an extraordinary Shareholders' general meeting. Where the Board does not agree to convene an extraordinary Shareholders' general meeting or the Shareholders' general meeting does not accept the view of the independent Shareholders, the independent Shareholders shall make a report to the CIRC.

Article 150 The Company shall ensure that the independent directors have the same right of access to information as the other directors. For all matters to be decided by the Board, the Company shall inform the independent directors in advance as statutorily required, together with sufficient information. If two or more independent directors consider the information insufficient or any argument unclear, the independent directors may jointly request the Board in writing that the Board meeting or the matter to be considered be postponed, and the Board should adopt such request.

The Company and the independent directors themselves shall keep the information provided by the Company to the independent directors for at least five years.

Article 151 The Company shall provide the independent directors with the working conditions they need to perform their duties. The secretary to the board of the Company shall actively assist the independent directors in performing their duties, such as providing background information and relevant materials to them.

Article 152 When independent directors exercise their functions and powers, the relevant officers of the Company shall actively cooperate with them, and shall not refuse to provide or obstruct their access to information or conceal information from them, and shall not interfere with their independent exercise of powers.

Article 153 The costs incurred by the independent directors in engaging an intermediary and in exercising their other powers and functions shall be borne by the Company.

Article 154 The Company shall give due allowance to the independent directors. The proposed standards for allowance shall be formulated by the Board, considered by the shareholders' general meeting, and disclosed in the annual reports of the Company.

Except for the above allowance, the independent directors shall not obtain additional, undisclosed benefits from the major shareholders of Company or institutions or individuals who have a related interest.

Section 4 Secretary to the Board of the Company

Article 155 The Company shall have a secretary to the board. The secretary to the board shall be a senior management of the Company.

Article 156 The secretary to the board of the Company shall be a natural person who has the necessary professional knowledge and experience, and shall be appointed by the Board. The secretary to the board of the Company shall be responsible for preparing the shareholders' general meeting and Board meetings of the Company, filing documents and keeping records, doing corporate equity administrative work, making information disclosure and handling other work. His principal duties and responsibilities shall be:

- (1) to ensure that the Company has a complete set of constitutional documents and records;
- (2) to ensure that the Company prepares and submits the reports and documents required by the relevant institutions in accordance with laws;
- (3) to ensure the proper establishment of the register of shareholders of the Company; to ensure that persons who are entitled to have access to the relevant records and documents of the Company will have access to such records and documents promptly.

Article 157 The directors or other senior management of the Company may serve concurrently as secretary to the board of the Company. The accountants of an accounting firm engaged by the Company shall not serve concurrently as secretary to the board of the Company.

Where a director works concurrently as secretary to the board of the Company and a certain act shall be performed by the director and the secretary to the board separately, the person who serves concurrently as director and secretary to the Board shall not perform the act in dual capacity.

Chapter XI President and Other Senior management

Article 158 The Company shall have a president, vice presidents, a secretary to the Board, a chief financial officer, a chief actuary, a compliance officer, a chief risk officer, officer responsible for auditing and professional controllers. Such senior management and other senior management designated by the president shall jointly form the operation management committee of the Company. The president shall be accountable to the Board, and shall preside over the work of the operation management committee.

Article 159 The president of the Company shall exercise the following functions and powers:

- (1) to make arrangements for implementing the resolutions of the Board, and to report the work to the Board;

- (2) to take charge of the operation and management of the Company; to make arrangements for implementing the annual business plans and investment programs of the Company;
- (3) to formulate plans for setting up the internal management organs of the Company;
- (4) to formulate the fundamental management systems of the Company;
- (5) to formulate the fundamental rules and regulations of the Company;
- (6) to submit for consideration proposals on engagement or dismissal of the vice presidents, chief financial officer, chief actuary, compliance officer, chief risk officer, professional controllers and other senior management of the Company;
- (7) to appoint or dismiss management officers other than those whom shall be appointed or dismissed by the Board;
- (8) other functions and powers conferred by these Articles of Association and the Board.

Article 160 The president of the Company shall attend Board meetings. A president who is not a director shall not have any right to vote at board meetings.

Article 161 In exercising his functions and powers, the president of the Company shall fulfil the duty of good faith and due diligence and care in accordance with the provisions of laws, administrative regulations and these Articles of Association.

Article 162 The president shall, at the request of the Board, the chairman or the board of supervisors, report on the entry into and the implementation of the material contracts, the asset management, the use of funds, and the profits or losses and other operation and management status of the Company. The president must ensure the authenticity of such reports.

Article 163 The president shall formulate the president's working rules which shall be implemented after approval by the Board.

Article 164 The working rules of the president shall include the following:

- (1) the conditions and procedures for convening a meeting of the president and the persons eligible to attend it;
- (2) the respective duties and responsibilities of the president, vice presidents and other senior management, and the specific division of work among them;

- (3) the limits of the authority to use the funds and assets of, and to enter into material contracts on behalf of, the Company, and the system for reporting to the Board and the board of supervisors;
- (4) other matters considered to be necessary by the Board.

Article 165 The chief financial officer shall report to the Board and the president on his work, and shall perform the following duties and responsibilities:

- (1) to be responsible for conducting financial audit and preparing financial reports; to establish and maintain internal control system relating to financial reports; to be responsible for the authenticity of the financial accounting information;
- (2) to be responsible for financial management, including budget management, cost control, funds management, income distribution, operation results assessment, and so forth;
- (3) to be responsible for or to take part in risk management and solvency management;
- (4) to participate in strategic planning and other major operation and management activities;
- (5) in accordance with the provisions of laws, administrative regulations and relevant regulatory rules, to audit or sign off the relevant data and reports to be disclosed to the public;
- (6) other duties and responsibilities stipulated by the CIRC and in accordance with the law.

The chief financial officer shall have the right of access to the necessary data, files, materials and other relevant information, and shall have the right to attend, as a non-voting member, Board meetings related to his duties.

Article 166 The senior management of the Company who violate the provisions of laws, administrative regulations, departmental rules or these Articles of Association in performing the respective duties of their positions in the Company and cause losses to the Company shall be liable for compensation.

Chapter XII Board of Supervisors

Article 167 The Company shall have a board of supervisors.

Article 168 The board of supervisors shall consist of five supervisors, one of which shall act as the chairman of the board of supervisors. The appointment and removal of the chairman of the board of supervisors shall be subject to an affirmative vote of a majority of not less than two-thirds of the members of the board of supervisors.

Supervisors of the Company shall be of excellent conduct and reputation, possess the professional knowledge and working experience appropriate to their duties and satisfy the requirements under laws and regulations, conditions of the CIRC and other regulators.

The chairman of the board of supervisors shall convene and preside over the meetings of the board of supervisors. Where the chairman of the board of supervisors is unable or fails to perform his functions and duties, a supervisor jointly elected by more than half of all supervisors shall convene and preside over the meeting.

The term of office of a supervisor shall be three years and a supervisor may serve for another term if he is re-elected. A supervisor may resign before his term of office expires, and the procedure for his resignation shall follow the procedure for a director's resignation.

Article 169 The members of the board of supervisors shall consist of three shareholder representatives and two employee representatives. The shareholder representative shall be elected and removed by the shareholders' general meeting. The employee representative shall be elected and removed by the employees of the Company by democratic means.

The board of supervisors of the Company and Shareholders individually or in aggregate holding 3% and more of the total number of the shares of the Company shall nominate the Shareholder representative supervisors.

The list of candidates for Shareholder representative supervisor shall be proposed to be resolved at a Shareholders' general meeting as a resolution. The board of supervisors shall provide the resumes and general information of the candidates to the Shareholders. For resolutions on the election of supervisors to be considered at a Shareholders' general meeting, the voting for each of the candidates shall be conducted one by one and the resolutions shall be passed by way of ordinary resolutions, except for the situation where the cumulative voting system is adopted.

A supervisor, who is elected by the shareholders' general meeting or by the employees of the Company as an additional supervisor, or in a by-election to fill a vacancy, shall serve for a term of office commencing on his date of election and until the date on which the term of the relevant session of the board of supervisors expires.

Article 170 Where the term of office of a supervisor expires and a by-election is not held in time, or where a supervisor resigns during his term of office and the number of members of the board of supervisors falls below the quorum as a result, before a new supervisor is elected by a by-election, the incumbent supervisor shall still perform his functions and duties as supervisor in accordance with the provisions of laws, administrative regulations and these Articles of Association. The directors and senior management of the Company shall not concurrently serve as supervisors of the Company.

Article 171 The board of supervisors shall meet at least twice a year, and shall meet at least once every six months. The meetings shall be convened by the chairman of the board of supervisors.

In so far as ensuring that supervisors can give their views fully, the Company may hold meetings of the board of supervisors by way of circulating documents for votes to be taken and adopt a resolution on that basis. The resolution shall take effect when it is signed by the last supervisor whose signature is required for its effectiveness.

Article 172 The board of supervisors shall be accountable to the shareholders' general meeting, and shall perform the following functions and duties in accordance with laws:

- (1) to examine the financial affairs of the Company;
- (2) to supervise the acts done by the directors, president, vice presidents and other senior management of the Company in performing their respective duties and responsibilities of their positions in the Company; to propose the dismissal of directors, the president, vice presidents and other senior management who are in breach of laws, administrative regulations, these Articles of Association or resolutions adopted by the shareholders' general meeting.
- (3) to request rectification from the directors, president, vice presidents and other senior management of the Company where the acts of the foregoing persons harm the interests of the Company;
- (4) to check the financial reports, operation reports and profit distribution plans and other financial information to be submitted by the Board to the shareholders' general meeting, and, whenever any doubt is identified, to appoint certified public accountants or practising auditors in the name of the Company to assist in the review;

- (5) to propose extraordinary shareholders' general meetings, and to convene and preside over the shareholders' general meeting when the Board fails to perform the duties prescribed in the Company Law to convene and preside over the shareholders' general meeting;
- (6) to raise motions to the shareholders' general meeting;
- (7) to negotiate with the directors or senior management on behalf of the Company, or initiate litigation against the directors or senior management;
- (8) to carry out investigation after finding any irregularity in the operation of the Company; where necessary, to engage, at the expense of the Company, accounting firms or law firms or other professional institutions to assist them with their work;
- (9) to nominate candidates for independent director;
- (10) to nominate candidates for Shareholder representative supervisor;
- (11) other functions and powers stipulated in these Articles of Association;
- (12) The board of supervisors may give its views on engagement of accounting firms by the Company and, where necessary, may appoint in the name of the Company another accounting firm to examine the financial affairs of the Company independently, and may report the particulars directly to the CSRC and other departments concerned.

The supervisors may attend Board meetings as non-voting members, and shall have the right to query or give suggestions on matters to be resolved at Board meetings.

Article 173 Where the board of supervisors finds a board resolution to be in breach of laws, regulations or these Articles of Association, the board of supervisors shall request in accordance with laws that the Board make rectification. If the Board refuses or delays in carrying out rectification measures, the board of supervisors shall propose that a shareholders' general meeting be convened. If the shareholders' general meeting does not accept the views of the board of supervisors, the board of supervisors shall make a report to the CIRC.

Article 174 A meeting of the board of supervisors shall be held only if not less than two-thirds of the supervisors are present. Each supervisor shall have one vote. A resolution put to the board of supervisors shall require the affirmative votes of two-thirds or more of the members of the board of supervisors to be adopted.

Article 175 The board of supervisors shall formulate the rules of procedures of the board of supervisors in order to set out expressly the rules of procedure of and the voting procedures of the board of supervisors, so as to ensure that the board of supervisors works efficiently and makes decisions scientifically.

Article 176 The board of supervisors shall prepare minutes for matters which are discussed at its meeting. The supervisors present at the meeting shall sign the meeting minutes. The supervisors present at the meeting shall have the right to request that explanatory notes be made in the minutes for their speeches. The minutes of the meetings of the Board shall be kept permanently as records of the Company.

Article 177 A notice of the meeting of the board of supervisors shall include the following:

- (1) the date/time and venue of the meeting, and duration of the meeting;
- (2) purposes and agenda;
- (3) date of the notice.

Article 178 The reasonable expenses incurred by the board of supervisors in engaging lawyers, certified public accountants, practising auditors or other professionals shall be borne by the Company.

Article 179 The board of supervisors shall faithfully perform their supervisory duties in accordance with the provisions of laws, administrative regulations and these Articles of Association.

Chapter XIII Qualifications and Obligations of the Directors, Supervisors, President, Vice President and Other Senior management of the Company

Article 180 Any person who falls in any of the following circumstances shall not act as director, supervisor, president, vice president or any other senior management of the Company;

- (1) a person without or with limited capacity for civil acts;
- (2) a person who has been convicted of and sentenced to punishment for crimes of corruption, bribery, encroachment of property and misappropriation of property or sabotage of social or economic order, and less than five years have elapsed since completion of the service of the sentence, or a person who has been deprived of his political rights for commission of a crime, and less than five years have elapsed since completion of the service of the sentence;

- (3) a person who has acted as director or factory manager or manager of a company or enterprise of poor operation and management, and who bears personal responsibility for the bankruptcy of such company and enterprise, and less than three years have elapsed since the end of the bankruptcy and liquidation of such companies;
- (4) a person who has acted as legal representative of a company or enterprise the business licence of which has been revoked for violation of law and who bears personal responsibility for such revocation, and less than three years have elapsed since the business licence of such company and enterprise is revoked;
- (5) a person with a relatively large amount of debt due and outstanding;
- (6) a person under investigation by a judicial organ for suspected violation of criminal law and the investigation is not yet concluded;
- (7) a person who is prohibited to act as management officer by the provisions of laws or administrative regulations;
- (8) a non-natural person;
- (9) a person who has been found by competent authorities to be in breach of the provisions of relevant securities laws and regulations, and who is involved in fraudulent and dishonest acts, and less than five years have elapsed since the date of ruling.

Article 181 The validity of any act done by a director, president, vice president or any other senior management of the Company towards a third party who acts in good faith shall not be affected by any irregularity of such person in the performance of his duty, election or qualifications.

Article 182 In addition to the obligations required by laws, administrative regulations or the listing rules of the stock exchange of the place where the shares of the Company are listed, the directors, supervisors, president, vice presidents and other senior management of the Company shall also bear the following obligations to each shareholder in the exercise of their duties and functions:

- (1) not to make the Company operate beyond the scope of business stipulated in its business licence;
- (2) to act in good faith and in the best interests of the Company;
- (3) not to deprive the property of the Company in any way, including but not limited to depriving the Company of any opportunity advantageous to the Company;

- (4) not to deprive the personal rights and interests of shareholders, including but not limited to the right to distribution and the right to vote, but not including submitting company restructuring proposals to the shareholders' general meeting in accordance with these Articles of Association.

Article 183 The directors, supervisors, president, vice presidents and other senior management of the Company have a responsibility to apply such care, diligence and skills to exercise their rights or perform their obligations as should be shown by a reasonably prudent person in similar circumstances.

Article 184 The directors, supervisors, president, vice presidents and other senior management of the Company must adhere to the principle of integrity in exercising their duties and responsibilities, and shall not put himself in any situation where his personal interests may conflict with the obligations he has undertaken. This principle shall include but not limited to the following obligations:

- (1) to act in good faith and in the best interests of the Company;
- (2) to exercise his powers within the scope of his functions and powers and shall not act ultra vires;
- (3) to exercise in person and free from manipulation by others the discretion conferred on him; and, without the permission of laws and administrative regulations or the informed consent of the shareholders' general meeting, not to transfer his discretion to others for exercising;
- (4) to deal with shareholders of the same class in the same way, and to deal with shareholders of different classes fairly;
- (5) not to enter into any contract, transaction or arrangement with the Company except as otherwise prescribed by these Articles of Association or under the informed approval of the shareholders' general meeting;
- (6) not to use any property of the Company in any way to seek personal benefits without the informed consent of the shareholders' general meeting;
- (7) not to accept bribes or other illegal income by taking advantage of his position or powers, not to encroach on the property of the Company in any way, such property including, without limitation, any opportunities advantageous to the Company;
- (8) not to accept any commission related to transactions of the Company without the informed consent of the shareholders' general meeting;

- (9) to comply with these Articles of Association, perform duties and responsibilities faithfully and safeguard the interests of the Company, not to take advantage of his position and powers in the Company to seek personal interests;
- (10) not to engage in any form of competition with the Company without the informed consent of the shareholders' general meeting;
- (11) not to misappropriate the funds of the Company or lend the funds of the Company to others, not to put any assets of the Company under any account opened in his own name or in the name of others, not to pledge the Company's assets as security for the debts of the shareholders of the Company or other individuals;
- (12) without the informed consent of the shareholders' general meeting, not to divulge any confidential information involving the Company and obtained by him during his tenure; and not to use such information except for the interests of the Company, provided that such information may be disclosed to the court or other competent government authorities in the following circumstances:
 1. in accordance with laws;
 2. in public interests;
 3. in the interests of directors, supervisors, president, vice presidents and other senior management.

Article 185 The directors, supervisors, president, vice presidents and other senior management of the Company shall not direct the following persons or institutions ("**Relevant Persons**") to do any acts which the directors, supervisors, president, vice presidents and other senior management shall not do:

- (1) the spouse or minor of any of the directors, supervisors, president, vice presidents and other senior management of the Company;
- (2) a trustee of any of the directors, supervisors, president, vice presidents and other senior management of the Company or a trustee of the persons referred to in item (1) of this Article;
- (3) a partner of any of the directors, supervisors, president, vice presidents and other senior management of the Company or a partner of the persons referred to in items (1) and (2) of this Article;

- (4) a company which is under the de facto control of any of the directors, supervisors, president, vice presidents and other senior management of the Company, or a company which is under the de facto joint control of the persons referred to in items (1), (2) and (3) of this Article or any other directors, supervisors, president, vice presidents and other senior management of the Company;
- (5) any of the directors, supervisors, president, vice presidents and other senior management of the companies referred to in item (4) of this Article.

Article 186 The fiduciary duty owed by the directors, supervisors, president, vice presidents and other senior management of the Company shall not necessarily be terminated by the end of their terms of office, and their obligation of keeping confidentiality of the trade secrets of the Company shall remain valid after the end of their terms of office. The duration of other obligations shall be determined in accordance with the principle of fairness, depending on the length of time between an occurrence and the time of leaving office, and the circumstances and conditions under which the relationship with the Company is terminated.

Article 187 The liability to be borne by the directors, supervisors, president, vice presidents and other senior management of the Company for breach of a certain specific duty may be discharged by the informed consent of the shareholders, except for the circumstances prescribed in Article 65 of these Articles of Association.

Article 188 The directors, supervisors, president, vice presidents and other senior management of the Company who directly or indirectly have material interests in any contracts, transactions, arrangements which are made or planned by the Company (except for employment contracts between the Company and the directors, supervisors, president, vice presidents and other senior management), whether such interests are subject to the approval or consent of the Board in normal circumstances, shall disclose the nature and extent of such interests to the Board as soon as possible.

A director shall not at any time vote at any meeting held to approve contracts, transactions or arrangements in which he or his affiliate has a material interest, nor shall he be counted into the quorum for the meeting.

Unless the directors, supervisors, president, vice presidents and other senior management of the Company who have an interest disclose their interest to the Board in accordance with the requirements of the preceding paragraph of this Article, and the Board approves such matter without counting the persons mentioned above into the quorum and without their participating in the vote, the Company shall have the right to rescind such contracts, transactions or arrangements, except for circumstances in which the counterparty is a party acting in good faith and without knowing that the act of the directors, supervisors, president, vice presidents and other senior management are in breach of their obligations.

If any person relating to any of the directors, supervisors, president, vice presidents and other senior management of the Company has an interest in a certain contract, transaction or arrangement, such director, supervisor, president, vice president and senior management of the Company shall be deemed to be interested.

Article 189 If any of the directors, supervisors, president, vice presidents and other senior management of the Company inform the Company in writing before the Company considers entering into the relevant contracts, transactions or arrangements for the first time, stating that due to the content set out in the notice, he has an interest in the contracts, transactions or arrangements to be entered into by the Company in the future, then, to such extent as set out in the notice, such director, supervisor, president, vice president and other senior management concerned shall be deemed to have made the disclosure prescribed in the preceding article of this chapter.

Article 190 The Company shall not in any way pay on behalf of the directors, supervisors, president, vice presidents and other senior management of the Company such taxes which should be payable by them.

Article 191 The Company shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors, president, vice presidents and other senior management of the Company and of its holding company, nor shall the Company provide any loan or loan guarantee to the foregoing persons or their related parties.

The preceding paragraph shall not apply to the following circumstances:

- (1) loans provided by the Company to its subsidiaries, or loan guarantees provided by the Company for its subsidiaries;
- (2) the Company provides loans, loan guarantees or other monies to the directors, supervisors, president, vice presidents or other senior management of the Company in accordance with the employment contracts adopted by the shareholders' general meeting so that the foregoing persons may pay the expenses incurred for the purposes of the Company or for performing their respective duties and responsibilities of their positions in the Company;
- (3) If the normal scope of business of the Company includes provision of loans and loan guarantees, the Company may provide loans and loan guarantees to the directors, supervisors, president, vice presidents and other senior management of the Company and their related persons, provided that the loans and loan guarantees shall be provided on normal commercial conditions.

If there is any requirement specified by the laws, administrative laws, regulators, or otherwise provided in these Articles of Association, such requirements shall prevail.

Article 192 If the Company provides a loan in breach of the provisions of the preceding article, regardless of the conditions of the loan, the person who has received the loan shall repay it immediately.

Article 193 The Company shall not be compelled to fulfil any loan guarantee provided by the Company in violation of the first paragraph of Article 191, except for the following circumstances:

- (1) where a loan is provided to the directors, supervisors, president, vice presidents and other senior management of the Company or of its parent company and the loan provider is not aware of the facts;
- (2) the security provided by the Company has been sold legally by the loan provider to a purchaser of good faith;

Article 194 The “**guarantee**” referred to in the preceding articles of this chapter includes acts whereby the guarantor undertakes responsibilities or provides property to guarantee that the obligor will perform its obligations.

Article 195 When the directors, supervisors, president, vice presidents and other senior management of the Company are in breach of the obligations they owe to the Company, except for various rights and remedial measures stipulated by laws and administrative regulations, the Company shall have the right to take the following measures:

- (1) to request the directors, supervisors, president, vice presidents and other senior management concerned to compensate for the loss caused to the Company by their dereliction of duty;
- (2) to rescind any contract or transaction concluded between the Company and the directors, supervisors, president, vice presidents and other senior management concerned, and the contracts or transactions concluded between the Company and a third party (when the third party is knowingly aware or should be aware that the directors, supervisors, president, vice presidents and other senior management representing the Company are in breach of the obligations they owe to the Company);
- (3) to require the directors, supervisors, president, vice presidents and other senior management concerned to surrender any gains which they have obtained via their breach of obligations;
- (4) to recover from the directors, supervisors, president, vice presidents and other senior management concerned the amounts which should have been received by the Company, including but not limited to commissions;

- (5) to request the directors, supervisors, president, vice presidents and other senior management concerned to repay the interest which is or may be earned from the monies which should have been paid to the Company.

Article 196 The Company shall enter into written contracts with the directors and the supervisors in relation to remuneration matters, subject to the approval of the shareholders' general meeting. The remuneration matters mentioned above include:

- (1) remuneration payable to the directors, supervisors or senior management of the Company;
- (2) remuneration payable to the directors, supervisors or senior management of the subsidiaries of the Company;
- (3) remuneration for providing other services for the purpose of the management of the Company and its subsidiaries;
- (4) compensation for a director or supervisor for his loss of position or for his retirement.

Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Company for gains due to them because of the foregoing matters.

Article 197 The contracts entered into between the Company and the directors or supervisors of the Company in relation to remuneration matters shall stipulate that if the Company is acquired, the directors and supervisors of the Company, subject to prior approval of the shareholders' general meeting, shall be entitled to compensation or other monies for loss of positions or for retirement. The "**acquisition of the Company**" mentioned in the preceding sentence refers to one of the following circumstances:

- (1) offer of acquisition made by any person to all shareholders;
- (2) offer of acquisition made by any person with intent to make the offeror the controlling shareholder. The definition of controlling shareholder shall be the same as the definition in Article 66 of these Articles of Association.

If the directors and supervisors concerned do not comply with the provisions of this article, any monies they receive shall go to the persons who take the offer mentioned above and sell their shares, and such directors and supervisors shall bear the expenses arising from distributing such monies in proportion.

Article 198 The Company shall enter into a written contract with each of the directors and senior management, which shall at least include the following:

- (1) the directors or senior management shall undertake to the Company that they will observe and comply with the provisions of the Company Law, Special Provisions, these Articles of Association, Code of Acquisition and the Shares Repurchase Rules, and they shall agree that the Company shall be entitled to the remedial measures prescribed in these Articles of Association, and that such contract and the position shall not be transferred;
- (2) the directors or senior management of the Company shall undertake to the Company, which represents each of the shareholders, that they will observe and perform the provisions of these Articles of Association and the responsibilities they owe to the shareholders; and
- (3) an arbitration clause equivalent to Article 264.

Chapter XIV Finance and Accounting System and Profit Distribution

Section 1 Finance and Accounting System and Profit Distribution

Article 199 The Company shall establish its finance and accounting system in accordance with laws, administrative regulations and the PRC accounting standards formulated by the finance authority under the State Council.

Article 200 The Company shall prepare an annual financial report at the end of each accounting year, which shall be audited by an accounting firm in accordance with laws.

The annual financial report of the Company shall include the following: balance sheet, income statement, statement of changes in owners' equity, cash flow statement and notes to financial statements.

The accounting year of the Company shall coincide with the calendar year, i.e. from 1 January to 31 December of the Gregorian calendar. The Company adopts Renminbi as its accounts keeping unit.

Article 201 The Board of the Company shall submit to each shareholders' annual general meeting the financial reports which shall be prepared by the Company as prescribed by the relevant laws, administrative regulations, and the normative documents issued by local governments and competent departments.

Article 202 The financial reports of the Company shall be made available at the Company 20 days or earlier before the convening of the shareholders' annual general meeting for shareholders' inspection. Every shareholder of the Company shall be entitled to receive the financial reports mentioned in this Chapter.

The Company shall send the report of the Board, together with the balance sheet (including documents to be attached thereto in accordance with the provisions of laws and administrative regulations of China) and the profit and loss statement or income and expenditure account (including the report mentioned above) or a financial report summary, by prepaid mail to each of the holders of overseas-listed foreign investment shares at their respective addresses as set out in the register of shareholders at least 21 days before the convening of the shareholders' general meeting.

Article 203 The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with international accounting standards or the accounting standards permitted to be adopted by the overseas listing place. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its after-tax profits for the accounting year concerned, the lower of the two after-tax profits as shown in the two financial statements mentioned above shall be adopted. Where the overseas listing place permits the preparation of financial statements in accordance with PRC accounting standards, financial statements may be prepared by only adopting the PRC accounting standards, and, therefore, it is not required to prepare two financial statements in accordance with the accounting standards of the overseas listing place and the accounting standards of the PRC respectively.

Article 204 Any interim results or financial information announced or disclosed by the Company must be prepared and presented in accordance with PRC accounting standards and regulations, and also in accordance with either international accounting standards or the accounting standards permitted to be adopted by the overseas listing place. Where the overseas listing place permits the preparation of financial statements in accordance with PRC accounting standards, financial statements may be prepared by only adopting the PRC accounting standards, and, therefore, for publication or disclosure of interim results or financial information, it is not required to prepare two financial statements in accordance with the accounting standards of the overseas listing place and the accounting standards of the PRC respectively.

Article 205 The Company shall announce its financial report twice in each accounting year, i.e. to announce its interim financial report within 60 days after the end of the first six months of each accounting year, and announce the annual financial report within 120 days after the end of each accounting year.

Article 206 The Company shall not maintain any accounting books other than the statutory ones. Any assets of the Company shall not be kept under any account opened in the name of any individual.

Article 207 After the interim accounting reports and annual accounting reports of the Company are prepared, procedures shall be gone through for them as prescribed in the relevant securities laws, regulations and the rules of the stock exchange of the place where the shares of the Company are listed, and they shall be announced;

Article 208 The profits of the Company after payment of income tax shall be distributed in the following order:

- (1) to make up for the loss of previous years;
- (2) to make a 10% allocation to the statutory reserve fund;
- (3) to make allocation to the discretionary reserve fund;
- (4) to pay the dividends of ordinary shares.

The Company may not distribute any profits to Shareholders when its solvency fails to meet the regulatory requirements.

The Company shall allocate security deposits, insurance guarantee funds and various insurance reserves in accordance with the relevant provisions of the PRC.

Article 209 If the cumulative amount of the statutory reserve fund of the Company is fifty percent or more of the registered share capital of the Company, it is not strictly required to make further allocation to the fund. After the Company makes allocation from its after-tax profits to the statutory reserve fund and subject to the approval of the shareholders' general meeting by way of resolution, the Company may make allocation from the after-tax profits to the discretionary reserve fund. Before making up for loss and making allocation to the statutory reserve fund, the Company shall not distribute any profits to shareholders.

Article 210 The capital reserve fund shall include the following:

- (1) amount obtained from shares issued at a premium;
- (2) other income which shall be allocated to the capital reserve fund under the provisions of the finance authority under the State Council.

Article 211 The reserve fund of the Company shall be used for making up for the loss of the Company, expansion of the production and operation of the Company or capitalization, provided that the capital reserve fund shall not be used for making up for the loss of the Company.

When the statutory reserve fund is capitalized, the retained portion of the fund shall not be less than twenty-five percent of the registered share capital of the Company before the capitalization.

Article 212 After the shareholders' general meeting adopts a profit distribution plan by way of resolution, the Board shall complete the distribution of dividends (or shares) within two months of the shareholders' general meeting.

Article 213 The Company may distribute dividend in the following ways:

- (1) cash;
- (2) Shares.

In distributing the profits of the Company, the Company shall focus on giving investors a reasonable return on their investment. The profit distribution policy of the Company shall maintain a certain level of continuity and stability. The Company may make an interim distribution of profits.

The Company shall give priority to profit distribution in cash.

The cumulative profit distribution in cash of the Company in the last three years shall not be less than 30% of the average annual distributable profits of the last three years, except that:

- (i) the solvency level of the Company falls below the prescribed level set by CIRC;
- (ii) the operation and financial position of the Company are materially affected by force majeure events, such as war and natural disaster;
- (iii) the operation and financial position of the Company are materially affected by the changes in the external environment where the Company operates;
- (iv) there are material adverse changes in the operation of the Company;
- (v) in other circumstances which make dividend distribution inappropriate according to the relevant laws, regulations and regulatory documents.

The Company may adjust its profit distribution policies, which shall be resolved by the Board after thorough consideration and submitted to the shareholders' general meeting together with the opinions of the independent directors for approval by way of special resolution. The Board and shareholders' general meeting shall properly consider the opinions from the independent directors and public investors and communicate with public investors through various channels. The implementation of the profit distribution policies shall be supervised by the independent directors and public investors.

Article 214 The Company shall appoint a collection agent for holders of overseas-listed foreign investment shares. The collection agent shall collect on behalf of the shareholders concerned the dividends distributed by the Company in respect of the overseas-listed foreign investment shares and other amounts payable, and the collection agent shall keep such amounts for such holders of securities pending payment to such holders.

The collection agent appointed by the Company shall meet the requirements of the law of the place where it is listed or the relevant provisions of the stock exchange.

The collection agent appointed by the Company for the holders of its H shares which are listed in Hong Kong shall be a trust company registered in accordance with the Trustee Ordinance of Hong Kong.

Article 215 The Company shall have the right to send dividend warrants by mail, and shall have the right to cease sending dividend warrants by mail if any of the following circumstances arises:

- (1) such dividend warrants are not cashed for at least two consecutive times; or
- (2) such dividend warrant fails to be served on the recipient after it is sent for the first time and is returned.

Article 216 Monies which have been paid on any shares before calls on shares shall be entitled to interest, provided that, for payment on shares made in advance, holders of the shares shall not be entitled to dividends subsequently declared. If any forfeiture of unclaimed dividend is authorized, such authority shall not be exercised before the applicable time limit expires.

Article 217 Provided that the following two provisions are met, the Company shall have the right to sell the shares of shareholders who are uncontactable:

- (1) a dividend has been declared on the shares concerned for at least three times in the last 12 years and nobody claims the dividend during the period;
- (2) the Company has published an announcement in the press stating its intention to sell the shares and has inform the HKSE of such intention.

Article 218 The Company shall allocate and pay or use various deposits, liability reserve funds and insurance protection funds in accordance with the relevant provisions of the regulatory authorities of the PRC.

Chapter XV Risk Management and Internal Audit

Article 219 The Company shall establish a risk and compliance management framework, which, the Board shall assume the ultimate responsibility for and the management shall take charge of the implementation of. There are three defence lines in this framework, each line performing their respective duties and coordinating with each other.

The first defence line is formed by the risk and compliance management conducted by all departments and institutions at all levels, which shall bear the direct and primary responsibilities for the risk and compliance management within their spectrum of duties.

The second defence line comes from the risk and compliance management conducted by the risk and compliance management department and positions, which shall support, organize, coordinate and supervise various tasks in relation to risk and compliance management conducted by all departments and institutions at all levels.

The third defence line relies on the risk and compliance management conducted by the internal audit department, which shall provide regular independent audits on the risk and compliance management of the Company.

Article 220 The Company shall build a consistent risk and compliance system covering the Group and its subsidiaries by means of planning and coordination. It shall specify the goal and preference of the risk management, apply various risk management tools to identify, appraise, control, supervise and improve the risks, so as to create an internal control system comprehensively integrated with the operation and management of the Company and a comprehensive risk prevention and control system covering the whole process and involving all employees.

Article 221 The Company shall appoint the senior management members as the chief risk officer and compliance officer. The compliance officer shall be accountable to the Board. The chief risk officer or the compliance officer shall not concurrently hold a position that has a conflict of interest with the risk or compliance management. The Company shall designate dedicated risk and compliance staff to carry out various risk and compliance management activities. The Company shall ensure the independence of the risk and compliance management departments and positions thereof, and set independent budgets and conduct assessment.

Section 2 Internal Audit

Article 222 The Company shall establish an independent internal audit system accountable to the Board, and the Board shall assume ultimate responsibility for the independence and effectiveness of the internal audit.

The Company shall implement centralized management for its internal audit function by establishing a special internal audit department within the Company, implementing unified budget management, human resources management, operation management etc.. Further, the Company shall designate dedicated audit staff to conduct an audit on, supervise and appraise the operating activities, internal controls and risk management of the Company and its subsidiaries.

Article 223 The Company shall formulate and implement the internal audit policy in accordance with the laws, regulations and regulatory requirements, pursuant to which, it shall devise and execute unified internal audit systems including audit management, quality management, personnel management and information system management, so as to enhance standardization and effectiveness of the internal audits, prevent operating risks and ultimately promote the Company's development in a stable and healthy manner.

Article 224 The internal audit department shall be guided by the audit committee of the Board, and its internal audit policies, medium- and long-term plans, annual plans, financial budgets, human resource plans and duties of the audit personnel shall be subject to consideration of the audit committee of the Board and approval of the Board. The internal audits shall be appraised and evaluated by the Board, while the authorities, the personnel allocation, the expenditures and other resources required by the internal audit department when discharging duties shall be ensured by the management under the supervision of the Board.

The Audit Responsible Person shall be accountable to the Board and shall report his work to the Board and the audit committee of the Board.

Chapter XVI Engagement of Accounting Firms

Article 225 The Company shall engage an independent accounting firm, which shall meet the relevant provisions of the PRC, to conduct a periodic statutory audit on the Company's financial reports, and to audit the annual financial reports of the Company and also audit other financial reports of the Company.

Article 226 The term for which the Company engages an accounting firm shall be from the conclusion of each shareholders' annual general meeting until the conclusion of the next following annual shareholders' general meeting.

Article 227 An accounting firm engaged by the Company shall have the following rights:

- (1) to inspect the books, records or vouchers of the Company at any time, and shall be entitled to request the directors, manager or other senior management to provide relevant information and explanations;

- (2) to request that the Company adopt all reasonable measures to obtain from its subsidiaries such information and explanations as required by the accounting firm for performing its duties;
- (3) to attend the shareholders' general meeting, and to obtain the notice of meeting or such other information about the meeting as any shareholders are entitled to, and to speak at any shareholders' general meeting on matters involving it as the accounting firm of the Company.

Article 228 If the position of the accounting firm is vacant, before the convening of the shareholders' general meeting, the Board may appoint an accounting firm to fill the vacancy, provided that during the duration of the vacancy, if the Company has any incumbent accounting firm in place, such accounting firm may still carry on their duties and responsibilities.

Article 229 Notwithstanding anything in any contract between the accounting firm and the Company, the shareholders' general meeting may, before the term of office of any accounting firm expires, dismiss the accounting firm by way of a general resolution. If the accounting firm has any right to claim compensation against the Company for being dismissed, such right shall not be affected as a result.

Article 230 The remuneration of or the means of determining the remuneration of the accounting firm shall be determined by the shareholders' general meeting. The remuneration of an accounting firm engaged by the Board shall be determined by the Board.

Article 231 The way in which the Company engages, dismisses or discontinues the engagement of an accounting firm shall be determined by the shareholders' general meeting, and shall be reported to the regulatory authority under the State Council for the record.

Article 232 Where the shareholders' general meeting intends to adopt a resolution to engage a non-incumbent accounting firm to fill any vacancy for an accounting firm, or renew the term of engagement of an accounting firm which is engaged by the Board to fill a vacancy, or dismiss an accounting firm the term of office of which has not yet expired, the following conditions shall be met:

- (1) The motion on engagement or dismissal shall, before the notice of the shareholders' general meeting is issued, be delivered to the accounting firm which is to be engaged, or which is leaving office, or which has left office in the relevant accounting year. "Leaving office" means being dismissed, having resigned or having retired.

- (2) If an accounting firm which is leaving office makes a written statement and requests the Company to inform the shareholders of the statement, and the Company shall take the following measures, unless the written statement is received at a time too late:
 1. to state in the notice which is issued for the purpose of adopting a resolution that the accounting firm which is leaving office has made a statement;
 2. to attach a copy of the statement to the notice as a schedule and dispatch the same to the shareholders in such way as prescribed in these Articles of Association.
- (3) If the Company has not dispatched the statement of the accounting firm in accordance with paragraph (2) of this Article, the accounting firm may require that the statement be read at the shareholders' general meeting, and may make further complaints.
- (4) The accounting firm leaving office shall have the right to attend the following meetings:
 1. the shareholders' general meeting which shall be held on the expiry of its term of office;
 2. the shareholders' meeting held to fill the vacancy left as a result of its dismissal;
 3. the shareholders' general meeting held as a result of its resignation on its own initiative.

The accounting firm leaving office shall have the right to receive all notices of the meetings mentioned above or other information relating to the meetings, and may speak at the meeting mentioned above on matters which involves it as the former accounting firm of the Company.

Article 233 Where the Company intends to dismiss or does not renew the engagement of an accounting firm, the Company shall inform the accounting firm in advance. The accounting firm shall have the right to state its view to the shareholders' general meeting. An accounting firm which resigns shall state to the shareholders' general meeting if there is any irregularity.

Article 234 An accounting firm may resign from its position by leaving written notice of resignation at the registered address of the Company. The notice shall take effect on the date when it is left at the registered address of the Company or such later date as specified in the notice. The notice shall include the following statement:

- (1) a statement explaining that its resignation does not involve any circumstances for which an account shall be given to the shareholders or creditors of the Company; or
- (2) a statement of any circumstances for which an account shall be given.

Within 14 days upon receipt of the notice specified in the preceding paragraph, the Company shall dispatch a copy of the notice to the authority concerned. If the notice contains any statement mentioned in item (2) of the preceding paragraph, the Company shall send by prepaid mail a copy of the statement to each shareholder who is entitled to receive the financial report of the Company, and the address of the recipient shall be that recorded in the register of shareholders.

If the notice of resignation of the accounting firm contains any reference to a situation for which an account shall be given, the accounting firm may request that the Board convene an extraordinary shareholders' general meeting so that the shareholders may listen to the explanation to be given by it in connection with its resignation.

Chapter XVII Basic Management System of the Company

Article 235 The Company shall formulate a uniform basic management system applicable to itself and its subsidiaries in accordance with the laws, regulations and regulatory requirements, which includes, but not limited to, risk management, internal control and compliance, related party transactions, internal audit, information disclosure etc. Besides, the Company shall supervise and urge its subsidiaries to formulate and improve a system for protection of insurance consumers' legitimate interests.

Article 236 The Company may set up a fault-tolerance mechanism in the new fields including elderly care, health, new technology application relating to insurance and protection to encourage innovation. Subject to the laws, regulations and internal control system, relevant persons will not be assessed as having poor performance in the event that their decisions and actions are in compliance with the laws and regulations, relevant requirements of the State and relevant procedures of the Company and they have performed their due diligence without seeking personal interests, although the expected targets of the innovative projects cannot be achieved. Meanwhile, the innovation shall be considered as one of the factors concerning individual appraisal, promotion and awards, so as to encourage the staff to take part in innovation.

Article 237 Notice of the Company shall be given in the following ways:

- (1) by hand;
- (2) by mail;
- (3) by courier;
- (4) by email;
- (5) by fax;
- (6) by announcement;
- (7) posted on the websites of the Company and the stock exchange of the place of listing, subject to compliance with the laws, administrative regulations or the listing rules of the place of listing;
- (8) by way of an announcement in the press or other designated media;
- (9) other ways which have been agreed in advance between the Company and the party to be notified, or which are recognized upon receipt of the notice by the party to be notified;
- (10) other ways recognized by the securities regulatory authority of the place where the shares of the Company are listed or prescribed in these Articles of Association.

Notwithstanding anything in these Articles of Association on the ways to release or give any notice, communication or other documents, subject to compliance with the listing rules of the place where the shares of the Company are listed, the Company may choose to issue notice, communication or other written materials in the ways stipulated in item (7) of this Article in place of any written document to be sent by hand or prepaid mail to each holder of overseas-listed foreign investment shares.

Article 238 Any notice, document, information or written declaration served on the Company by a shareholder or director may be delivered to the registered address of the Company by hand or by registered mail.

Article 239 Where the notice is delivered by mail, it is only necessary to write the address and name of recipient legibly, prepay the postage, and put the notice into an envelope, and the same shall be deemed to have been received 48 hours after the envelope containing the notice is posted.

Article 240 Any notice, information or written statement issued by the Company to holders of overseas-listed foreign investment shares, unless it has been delivered in accordance with the provisions of Article 237, shall be delivered by hand to each of the holders of overseas-listed foreign investment shares (holding registered shares) at his registered address, or by mail or otherwise to each of the holders of overseas-listed foreign investment shares at his address set out in the register of shareholders.

Article 241 To prove that the shareholders or directors have delivered a notice, document, information or a written statement to the Company, proof shall be provided that such notice, document, information or written statement has been delivered within the time specified for delivery and in the way prescribed in Article 238 of these Articles of Association. Where delivery is made by hand, an acknowledgement of receipt by the Company shall be provided. Where delivery is made by registered mail, any proof evidencing that the mail with legible address written on it has been sent by prepaid mail to the correct address shall be sufficient.

Article 242 All notices or other documents which shall be submitted to the HKSE in accordance with Chapter 13 of the Listing Rules shall be written in English or attached with a certified English translation.

Chapter XVIII Notice and Announcement

Article 243 The Company shall publish announcements and information disclosure documents of the listed Company via the media designated by the CSRC, and publish the same relating to the insurance company via the media designated by the CIRC, pursuant to relevant laws, regulations and regulatory requirements.

Chapter XIX Merger and Division of the Company

Article 244 For merger or division of the Company, the Board of the Company shall propose a plan and, after the plan is adopted through the procedures stipulated in these Articles of Association, go through the relevant examination and approval procedure of the CIRC and other competent authorities in accordance with laws. Shareholders who oppose to the plan of merger or division of the Company shall have the right to request that the Company or Shareholders who agree to the merger or division of the Company to purchase its shares at a fair price. The content of the merger or division of the Company shall be prepared as a special document for Shareholders' inspection. For holders of H shares, the documents mentioned above shall be sent by mail.

Article 245 The merger of the Company may take two forms: merger by absorption or merger by new establishment.

For a merger of the Company, the parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and a property inventory sheet. The Company shall inform the creditors within 10 days from the date on which a resolution

is adopted in favour of the merger, and shall publish an announcement for at least three times in thirty days in the press.

After merger of the Company, the claims and debts of all parties to the merger shall be assumed by the surviving company or the newly-established company.

Article 246 The creditors shall within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Company repay its indebtedness or provide corresponding guarantee.

Article 247 Where the Company is divided, its property shall be divided correspondingly.

Where the Company is divided, the parties to the division shall enter into a division agreement, and shall prepare a balance sheet and a property inventory list. The Company shall within ten days of adopting a resolution in favour of the division inform the creditors, and shall publish an announcement for at least three times in the press within thirty days.

The debts owed by the Company before the division shall be borne by the companies formed after division in accordance with any agreements reached.

Article 248 In any merger or division of the Company, if there is any change to any registered matters, an application for modification of registration shall be made to the registration authority pursuant to laws. If the Company is dissolved, the procedures for cancellation of registration shall be gone through pursuant to laws. If a new company is established, the procedures for registration of establishment shall be gone through pursuant to laws.

Chapter XX Special Matters on Corporate Governance

Article 249 If the chairman of the Board is unable or fails to perform his duties, the vice chairman of the Board shall perform such duties; if the vice chairman of the Board is unable or fails to perform such duties, a director elected by more than one-half of the directors shall perform instead.

If the president is unable or fails to perform his duties, a temporary person-in-charge shall be appointed by the Board to discharge the duties on behalf of the president.

If both the chairman and president are unable or fails to perform their duties, by which the ordinary business of the Company has been affected, the Company shall re-elect a chairman and president in accordance with the requirements of these Articles of Association.

Article 250 When malfunctions of the corporate governance mechanism of the Company set out as follows and as prescribed in the Articles of Association arise, the Company shall initiate corresponding internal correction procedures.

The malfunctions of the corporate governance mechanism of the Company include, but without limitation to, the followings:

- (1) The board of director fails to be established for more than one year;
- (2) There are prolonged conflicts among the directors of the Company which cannot be settled by way of Shareholders' general meeting;
- (3) The Company fails to convene a Shareholders' general meeting for more than one year;
- (4) No valid resolution has been made at the Shareholders' general meeting for more than one year, since the quorum or ratio prescribed in these Articles of Association cannot be reached when voting;
- (5) The resolution on capital increase cannot be passed due to lack of solvency;
- (6) There are severe difficulties in the Company's operation and management and other circumstances as determined by the CIRC resulting from the failure of the normal running of the Company's existing corporate governance mechanism.

Article 251 When malfunctions of the corporate governance mechanism of the Company as prescribed in the Articles of Association arise, such malfunctions cannot be remedied through internal correction procedures adopted by the Company, the Company, Shareholders individually or jointly holding more than one-third of the shares in the Company and a majority of directors shall be entitled to apply for supervision and guidance from the CIRC.

Article 252 The CIRC would provide supervision and guidance according to malfunctions of the corporate governance mechanism of the Company. If any material governance risks have been identified in the insurance company that have endangered or are likely to endanger insurance consumers' legitimate interests or safety of insurance funds severely, Shareholders and the Company shall undertake to adopt the regulatory measures as imposed by the CIRC such as capital increase, restriction on relevant Shareholders' rights, transfer of equity interests of the insurance company; in serious cases, Shareholders and the Company shall undertake to adopt rectification and take-over measures imposed by the CIRC.

Article 253 In the event that the Company becomes insolvent, Shareholders are obliged to assist the Company in improving its solvency. In any of the following

circumstances, Shareholders who are unable to, or do not, make capital increase shall consent to any reasonable capital increase plan adopted by other Shareholders or investors so as to improve the Company's solvency:

- (1) increase capital as ordered by the CIRC;
- (2) necessary increase capital due to the Company's other measures' failure to satisfy the regulatory requirements as to solvency.

Chapter XXI Dissolution and Liquidation of the Company

Article 254 In any of the following circumstances, the Company may be dissolved upon approval and liquidated in accordance with the law:

- (1) dissolution as resolved by the shareholders' general meeting;
- (2) dissolution as a result of merger or division of the Company;
- (3) dissolution pursuant to the law due to the failure of the Company to settle its debts due;
- (4) its business licence is revoked or it is ordered to close down its business or its business licence is cancelled in accordance with the law;
- (5) Where the operation and management of the Company falls into serious difficulties and its continuing existence will bring heavy losses to shareholders, such difficulties being impossible to be resolved in other ways, shareholders holding not less than 10% of the voting right of the Company may request the People's Court to dissolve the Company.

Dissolution of the Company shall be reported to the CIRC for approval to be effective.

The liquidation procedure shall be carried out under the supervision and guidance of the CIRC.

Article 255 Where the Company is dissolved in the circumstances set out in items (1) or (5) of the preceding article, a liquidation team shall be established within fifteen days. Members of the liquidation team shall be selected by the shareholders' general meeting by way of a general resolution.

Where the Company is dissolved in the circumstances set out in item (2), the liquidation procedure shall be carried out by the parties to the merger or division in accordance with the contract entered into at the time of merger or division.

Where the Company is dissolved in the circumstances set out in item (3), the People's Court shall, in accordance with the provisions of the relevant laws, make arrangements for shareholders, the organs concerned and professionals to form a liquidation team to carry out liquidation.

Where the Company is dissolved in the circumstances set out in item (4), the CIRC shall make arrangements for shareholders, the organs concerned and professionals to form a liquidation team to carry out liquidation.

Article 256 If the Board decides that the Company shall be liquidated (other than liquidation as a result of declaration of bankruptcy by the Company), the Board shall state in the notice convening a shareholders' general meeting for the purpose that the Board Has made a comprehensive investigation into the situation of the Company and opines that the Company can settle the debts of the Company within 12 months after commencement of the liquidation.

After the shareholders' general meeting adopts a resolution in favour of the liquidation, the functions and powers of the Board of the Company shall be terminated immediately.

The liquidation team shall follow the instructions of the shareholders' general meeting and shall report to the shareholders' general meeting at least once a year on the revenue and expenditure of the liquidation team, the business of the Company and the progress of the liquidation, and shall make a final report to the shareholders' general meeting upon conclusion of the liquidation.

Article 257 The liquidation team shall within ten days of its establishment inform the creditors, and shall publish an announcement for at least three times in 60 days in a newspaper designated by the CIRC. The creditors shall, within 30 days of the receipt of the notice, or, within 45 days of the receipt of the announcement if a notice is not received, put forward its claims to the liquidation team. The liquidation team shall register such claims. During the period for the submission of claims, the liquidation committee shall not settle any debts owed to creditors.

Article 258 The settlement team shall exercise the following functions and powers during the period of liquidation:

- (1) to liquidate the property of the Company and prepare a balance sheet and a property inventory list separately;
- (2) to inform or make an announcement to the creditors;
- (3) to deal with any liquidation-related and outstanding debts of the Company;
- (4) to settle any taxes owed and any taxes arising in the course of liquidation;

- (5) to liquidate claims and debts;
- (6) to handle the remaining property of the Company after the liquidation;
- (7) to participate in civil litigation on behalf of the Company.

The liquidation team shall engage an accounting firm or law firm of good creditability to assess the claims and debts of the Company.

Article 259 After liquidating the property of the Company and preparing a balance sheet and a property inventory list, the liquidation team shall formulate a liquidation plan and submit it to the shareholders' general meeting or the competent authority for confirmation.

The property of the Company shall be used for settlement in the following order:

- (1) settlement of costs;
- (2) salaries owed to employees of the Company;
- (3) social insurance fees and statutory compensation;
- (4) compensation or insurance payment;
- (5) payment of any taxes owed;
- (6) settlement of any debts of the Company.

The property which remains after settlement is made in accordance with the provisions of the preceding paragraph shall be distributed by the shareholders of the Company in proportion to the class and proportion of the shares they hold.

During the liquidation period, the Company shall continue in existence but shall not carry on any operating activity which does not relate to liquidation.

Article 260 Where liquidation is carried out as a result of the dissolution of the Company, after liquidating the property of the Company and preparing a balance sheet and a property inventory, if the liquidation team finds the property of the Company to be insufficient for the settlement of its debts, the liquidation team shall immediately apply to the People's Court for declaration of bankruptcy.

After a ruling is made by the People's Court that the Company be declared bankrupt, the liquidation team shall hand over its liquidation work to the People's Court.

Article 261 Upon conclusion of the liquidation, the liquidation team shall prepare a liquidation report, a statement of the revenue and expenditure during the liquidation and the financial books, and, upon verification by PRC certified public accountants, submit the same to the shareholders' meeting or the authority concerned for confirmation.

The liquidation committee shall, within 30 days of the shareholders' general meeting or the date of confirmation by the authority concerned, submit the documents mentioned above to the company registration authority, apply for cancellation of the Company's registration and make an announcement of the closure of the Company.

Chapter XXII Procedures for Amending these Articles of Association

Article 262 The Company may amend these Articles of Association in accordance with the provisions of the law, administrative rules and these Articles of Association.

The Company shall amend these Articles of Association in any of the following circumstances:

- (1) after amendments to the Company Law, the Insurance Law or the relevant laws and administrative regulations, any matter prescribed in these Articles of Association becomes in conflict with the provisions of the amended laws and administrative regulations;
- (2) there is such change to the state of affairs of the Company that they become inconsistent with the matters set out in these Articles of Association;
- (3) an amendment is to be made to these Articles of Association pursuant to a resolution adopted by the shareholders' general meeting.
- (4) Other matters which result in the necessary amendments to these Articles of Association.

Article 263 Where, in accordance with the law of the People's Republic of China, the amendments adopted by the shareholders' general meeting to be made to these Articles of Association shall be subject to the examination and approval of the authority concerned, such amendments shall be submitted to the original examination and approving authority for the approval to be effective. Where an amendment involves the Mandatory Provisions for Companies to be Listed Overseas, it shall be approved by the company examination and approving department, authorized by the State Council, and the CSRC to be effective. Where an amendment involves matters in relation to company registration, the procedures for modification of registration shall be completed.

The Board shall amend these Articles of Association in accordance with any resolution adopted by the Board on amending these Articles of Association and the examination and approval opinion given by the authority concerned.

Where an amendment to be made to these Articles of Association involves information to be disclosed under laws and regulations, an announcement shall be made as stipulated.

Chapter XIII Resolution of Disputes Involving Holders of H Shares

Article 264 The Company shall comply with the following rules in relation to the resolution of disputes:

- (1) Where any dispute or claim of rights arises between a holder of H shares and the Company; or between a holder of H shares and a director, supervisor, manager or any other senior management of the Company; or between a holder of H shares and a holder of domestic shares, out of the rights and obligations prescribed in connection with the affairs of the Company by these Articles of Association, the Company Law and the relevant laws and administrative regulations, the parties concerned shall submit such dispute or claim of rights to arbitration.

Where the dispute or claim of rights mentioned above is submitted to arbitration, the claim of rights or dispute so submitted shall represent such claim of rights or the rights in its entirety. All persons who have a cause of action or whose participation is needed for the resolution of such dispute or claim of rights, provided that they are the Company or shareholders, directors, supervisors, managers or other senior management of the Company, shall submit to the arbitration.

Disputes relating to the definition of shareholders or to the register of shareholders may not be resolved by way of arbitration.

- (2) An arbitration applicant may choose to refer the dispute to the China International Economic and Trade Arbitration Committee for arbitration in accordance with its rules of arbitration, or to the Hong Kong International Arbitration Centre for arbitration in accordance with its Securities Arbitration Rules. After the arbitration applicant submits the dispute or claim of rights for arbitration, the other party must proceed with the arbitration in the arbitration institution selected by the applicant. If the arbitration applicant chooses to have the arbitration conducted in the Hong Kong International Arbitration Centre, either party may request in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre that the arbitration be conducted in Shenzhen.
- (3) Where the dispute or claim of rights stated in item (1) is to be resolved by way of arbitration, the law of the People's Republic of China shall apply, unless stipulated otherwise by laws and administrative regulations.

- (4) The awards made by the arbitration institutions shall be final and binding on the parties.

Chapter XIV Supplemental Provisions

Article 265 The Board shall, in accordance with the provisions of these Articles of Association, formulate provisions regulating the governance of the Company. Such provisions shall not be in conflict with the provisions of these Articles of Association.

Article 266 These Articles of Association shall be written in Chinese and English. Both versions are equally valid and effective. If there is any discrepancy between the two versions, the most recent Chinese version approved for registration by the SAIC of the People's Republic of China shall prevail.

Article 267 For the purposes of these Articles of Association, the terms “at least”/“or more”/“not less than”, “within” and “not more than” shall include the given figure; “over”, “below”, “beyond”, “less than” and “more than” shall not include the given figure. The “accounting firm” referred to in these Articles of Association shall have the same meaning as an “auditor”.

Article 268 The power of interpretation of these Articles of Association shall be vested in the Board of the Company.

Article 269 The schedules to these Articles of Association shall include the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of the Board, and the Rules of Procedure of the Board of Supervisors.

Article 270 In case of conflicts between the Articles of Association, along with attachments thereof, and requirements of laws, administrative regulations, other relevant regulatory documents and regulatory rules in which the shares are listed promulgated from time to time, the requirements of laws, administrative regulations, other relevant regulatory documents and regulatory rules in which the shares are listed shall prevail.

**RECORD OF PREVIOUS SHARE TRANSFER AND
CAPITAL INCREASE OF THE COMPANY**

I. Previous Capital Increase of the Company

i. Capital Increase in 1995

On 11 March 1995, according to Yin Fu [1995] No. 61 issued by the People's Bank of China, the Company was approved to increase its capital to RMB2 billion by the end of 1995, which would be contributed by 141 units (such as Bank of Communications) in cash. The capital was raised through private placement and subscribers were juridical persons, which mainly included some qualified financial institutions (such as Bank of Communications), large and medium-sized state-owned enterprises and various levels of financial departments which used financial surplus to make investments. The share price of this capital increase was RMB1.248 per share. The total number of shares subscribed was 1,005,900,000 shares and the total fund raised amounted to RMB1,255,363,200. Upon the completion of this capital increase, the registered capital of the Company was changed to RMB2.006 billion.

The details of this capital increase are as follows:

No.	Name of Subscriber	Number of the shares subscribed (share)
1	Bank of Communications	172,400,000
2	China International Iron & Steel Investment Company	50,000,000
3	Liaohu Oil Exploration Bureau	30,000,000
4	Yunnan Hongta (Group) Company	25,000,000
5	Shanghai Tobacco Group Co., Ltd.	20,000,000
6	Pudong New Area Finance Bureau	20,000,000
7	Nanjing Finance Bureau	20,000,000
8	Fujian Shipping Company	20,000,000
9	Tianjin Shipping Company	20,000,000
10	Dalian Finance Bureau	15,000,000
11	Jihua Group Co., Ltd.	10,500,000
12	Hangzhou Municipal Bureau of Finance	10,200,000

No.	Name of Subscriber	Number of the shares subscribed (share)
13	Shangtex Holdings Co., Ltd.	10,000,000
14	Shanghai Tangjiu (Group) Co., Ltd.	10,000,000
15	Shanghai Yibai (Holdings) Co., Ltd.	10,000,000
16	Shanghai Zhuzong (Group) Company	10,000,000
17	Yangtze River Economic United Development (Group) Co., Ltd. (Nanjing Branch)	10,000,000
18	Sinopec Jinling Petrochemical Co., Ltd	10,000,000
19	Finance Department of Finance of Jiangsu Province	10,000,000
20	Jiangsu International Trust Investment Company	10,000,000
21	Guangzhou Zhujiang Power Engineering Corporation	10,000,000
22	Jilin Municipal Bureau of Finance	10,000,000
23	Xiamen Airlines Company Limited	10,000,000
24	Zhenjiang Municipal Bureau of Finance	6,700,000
25	Shanghai Hualian (Group) Company	5,000,000
26	Shanghai Jin Jiang (Group) Company Limited	5,000,000
27	Shanghai Postal, Telephone and Communication Bureau	5,000,000
28	Yangzhou Xinyi Real Estate Development Company	5,000,000
29	Zhoushan Municipal Bureau of Finance	5,000,000
30	Zhoushan Putuo District Bureau of Finance	5,000,000
31	Sinopec Yangzi Petrochemical Co., Ltd.	5,000,000
32	Nanjing Port Authority	5,000,000
33	Nanjing Water Corporation	5,000,000
34	Jiangsu Silk Import & Export Group Co., Ltd.	5,000,000
35	Nanjing Forest Island Village	5,000,000
36	Jiangsu Economic Trading Company	5,000,000
37	Nanjing Jiangpu Quancheng Industry and Trading Company	5,000,000
38	Lianyungang Property Development Investment Company	5,000,000
39	Xuzhou Electricity Bureau	5,000,000
40	Datun Coal Power Company	5,000,000
41	Anhui Bengbu Float Sheet Glass Company	5,000,000
42	Maoming Municipal Bureau of Finance	5,000,000
43	Foshan Municipal Bureau of Finance	5,000,000
44	Jiangmen Municipal Bureau of Finance	5,000,000

No.	Name of Subscriber	Number of the shares subscribed (share)
45	Zhongshan Nongyin Industrial Development Corporation	5,000,000
46	Shantou Municipal Bureau of Finance	5,000,000
47	Wuzhou Municipal Bureau of Finance	5,000,000
48	Nationalized Xijinag Shipbuilding Factory	5,000,000
49	Sinopec Sichuan Vinylon Works	5,000,000
50	Chongqing Finance Bureau	5,000,000
51	Dongfeng Shiyuan Automobile Trade Co., Ltd.	5,000,000
52	Hubei Qingjiang Hydropower Development Corporation	5,000,000
53	Hunan Haida Automobile Electromechanical Trade Corporation	5,000,000
54	China National Sugar & Alcohol Group Corporation	5,000,000
55	Beijing Petroleum Products Distribution Corporation	5,000,000
56	Beijing Automotive Industry Group Company	5,000,000
57	Beijing Yan Jing Beer Group Company	5,000,000
58	Beijing Tourism Company	5,000,000
59	Sinopec Beijing Yanshan Petrochemical Co., Ltd.	5,000,000
60	Taiyuan Chemical Industry Group Co., Ltd.	5,000,000
61	Shanxi Province Labor Insurance of Coal Allocation Corporation	5,000,000
62	Taiyuan Iron & Steel (Group) Company	5,000,000
63	Dalian Longxing Shipping Company	5,000,000
64	China Ocean Shipping Agency (Dalian)	5,000,000
65	Jinzhou Municipal Bureau of Finance	5,000,000
66	Shandong Xinhua Pharmaceutical Factory	5,000,000
67	Zibo Municipal Bureau of Finance	5,000,000
68	Northeast General Pharmaceutical Factory	5,000,000
69	State Power Corporation of China, Northwest Branch	5,000,000
70	Electric Power Industry Bureau of Gansu Province	5,000,000
71	Huaneng (Hainan) Company Limited	5,000,000
72	China Huandao (Group) Company	5,000,000
73	China Electronics Zhejiang company	5,000,000
74	Zhejiang Metal Material Company	5,000,000
75	Kunming Municipal Bureau of Finance	5,000,000
76	Yunnan Textile Factory	5,000,000

No.	Name of Subscriber	Number of the shares subscribed (share)
77	Yunnan Cigarette Distribution Company	5,000,000
78	China Tobacco Import & Export Company (Yunan Branch)	5,000,000
79	Yunnan Cigarette Storage and Transportation Company	5,000,000
80	Kunming Cigarette Factory	5,000,000
81	China National Tobacco corporation (Yunnan Branch)	5,000,000
82	Chengdu Finance Bureau	5,000,000
83	Sichuan Airlines Co., Ltd.	5,000,000
84	Jilin Province Petroleum Corporation	5,000,000
85	Zhengzhou Cigarette Factory	5,000,000
86	Hefei Municipal Finance Bureau	5,000,000
87	Anhui Foreign Trade and Industrial Development Corporation	5,000,000
88	Nantong Transport Construction Investment Company	5,000,000
89	Xiamen Posts and Telecommunications Zongheng Co., Ltd.	5,000,000
90	Xiamen Municipal Bureau of Finance	5,000,000
91	China Tobacco Import & Export Company (Fujian Branch)	5,000,000
92	Xinjiang Uygur Autonomous Region Salt Company	5,000,000
93	Urumqi Railroad Bureau	5,000,000
94	Xinjiang Dushanzi Refinery	5,000,000
95	Xinjiang Uygur Autonomous Region Cotton & Hemp Company	5,000,000
96	Xinjiang Uygur Autonomous Region Bayi Iron & Steel Corporation	5,000,000
97	Xinjiang Uygur Autonomous Region Investment Company	5,000,000
98	Taian Economic Development Investment Company	5,000,000
99	Jining Municipal Bureau of Finance	5,000,000
100	Wenzhou Electric Industry Corporation	5,000,000
101	Baotou Municipal Bureau of Finance	5,000,000
102	Fujian Garment Import & Export Company	4,000,000
103	Beihai Municipal Bureau of Finance	4,000,000
104	Finance Bureau of Qingdao	4,000,000
105	Department of Finance of Yangzhou	3,500,000
106	Jiangsu Suzhou Steel Group Co., Ltd.	3,000,000
107	Kunshan Municipal Bureau of Finance	3,000,000
108	Nanjing Investment Company	3,000,000

No.	Name of Subscriber	Number of the shares subscribed (share)
109	Zengcheng Vehicles Industrial Development Company	3,000,000
110	No.5 Engineering Authority of the Railway Department	3,000,000
111	Shaanxi Jinhua Real Estate Development Co., Ltd	3,000,000
112	Yunnan Comprehensive Tobacco Services Company	3,000,000
113	Qidong Rural Social and Pension Insurance Business Management Department	3,000,000
114	Xinjiang Uygur Autonomous Region Agricultural Production Information Company	3,000,000
115	Feicheng Economic Development Investment Company	3,000,000
116	Shaoxing Silk Printing Plant	2,200,000
117	Changzhou Securities Company Limited	2,000,000
118	Jiangsu Tobacco Company (Wuxi Branch)	2,000,000
119	Shaoxing County First Polyester Fiber Factory	2,000,000
120	Zhejiang Laofengxiang Jewelry Factory	2,000,000
121	Nanjing Machinery Hardware Mineral Medicine and Health Products Import and Export Co., Ltd.	2,000,000
122	Changan Automobile Co., Ltd.	2,000,000
123	Nanchang Municipal Bureau of Finance	2,000,000
124	Leping Municipal Bureau of Finance	2,000,000
125	Beijing Chemical Industry Group Co., Ltd	2,000,000
126	Dandong Automobile Factory	2,000,000
127	Shandong Pesticide Industrial Co., Ltd	2,000,000
128	Lanzhou Xilan Materials Corporation	2,000,000
129	Shenzhen Hongkai (Group) Co. Ltd.	2,000,000
130	Karamay Municipal Bureau of Finance	2,000,000
131	Aksu Green Industrial Development Company	2,000,000
132	Xinjiang Uygur Autonomous Region First Construction Engineering Company	2,000,000
133	Zhejiang Tobacco Company (Wenzhou Branch)	2,000,000
134	Ruian Municipal Bureau of Finance	2,000,000
135	Jiangsu Girls Spring Group Co., Ltd	1,500,000
136	Shaoxing Municipal Bureau of Finance	1,000,000
137	Shaoxing County Finance Bureau	1,000,000
138	Jiangxi Finance Development Company	1,000,000

No.	Name of Subscriber	Number of the shares subscribed (share)
139	The Capital Funds Management Office of Xinjiang Changji Hui Autonomous Prefecture	1,000,000
140	Xinjiang Fertilizer Plant	1,000,000
141	Huangshi Economic Industrial Development Corporation	900,000
Total		1,005,900,000

ii. Capital Increase in 2002

On 12 December 2002, pursuant to Bao Jian Fu [2002] No. 147 issued by CIRC, the Company was approved to issue additional 2,293,610,000 domestic shares to 12 shareholders (such as Baosteel Group Corporation). The share price in this capital increase was RMB2.50 per share. The total number of shares subscribed was 2,293,610,000 shares and gross proceeds amounted to RMB5,734,025,000.

On 18 December 2002, pursuant to Bao Jian Bian Shen [2002] No. 119 issued by CIRC, the Company was approved to change its registered capital to RMB4.3 billion.

The details of this capital increase are as follows:

No.	Names of Subscriber	Number of the shares subscribed (share)
1.	Shanghai Baosteel Group	564,010,000
2.	Dalian Shide Group Co., Ltd.	430,000,000
3.	Shanghai Tobacco Group Co., Ltd.	385,100,000
4.	Shanghai Baosteel Chemical Co., Ltd.	375,000,000
5.	Shenergy Group Company Limited	301,041,500
6.	Shanghai Baosteelland Co., Ltd.	124,000,000
7.	Shanghai Jiushi (Group) Co., Ltd.	67,098,750
8.	Shanghai State-owned Assets Operation Co., Ltd.	33,159,750
9.	Shanxi Zhenxing Group Co., Ltd.	8,000,000
10.	Ruian State-owned Assets Operation Co., Ltd.	5,000,000
11.	Chengde Haoyuan Power Installation Co., Ltd.	1,000,000
12.	Zhenjiang Water Corporation	200,000
Total		2,293,610,000

iii. Capital Increase in 2007

On 16 April 2007, pursuant to Bao Jian Fa Gai [2007] No. 428 issued by CIRC, the Company was approved to issue additional 2,400,000,000 shares in total with 1,066,700,000 shares to existing shareholders (such as Baosteel Group Corporation) and 1,333,300,000 shares to Parallel Investors Holdings Limited and Carlyle Holdings Mauritius Limited, respectively.

On 17 May 2007, pursuant to Bao Jian Fa Gai [2007] No. 584 issued by CIRC, the Company was approved to change its registered capital to RMB6.7 billion.

The details of this capital increase are as follows:

No.	Names of Subscriber	Number of the shares subscribed (share)
1.	Parallel Investors Holdings Limited	1,051,785,087
2.	Shenergy Group Company Limited	676,235,705
3.	Baosteel Group Corporation	283,794,295
4.	Carlyle Holdings Mauritius Limited	281,514,913
5.	Dalian Shide Group Co., Ltd	106,670,000
Total		2,400,000,000

iv. Public Issue and listing of A Shares in 2007

After approved by Bao Jian Fa Gai [2007] No. 978 issued by CIRC on 30 July 2007 and verified by Fa Xing Zi [2007] No. 456 issued by CSRC on 6 December 2007, the Company initially issued 1,000,000,000 RMB ordinary shares to the public, which were listed on the Shanghai Stock Exchange on 25 December 2007. Upon the completion of the share issue, the registered capital of the Company was changed to RMB7.7 billion.

v. Public Issue and listing of H Shares in 2009

After approved by Bao Jian Fa Gai [2009] No. 1007 issued by CIRC on 21 September 2009 and verified by Zheng Jian Xu Ke [2009] No. 1217 issued by CSRC on 23 November 2009, the Company initially issued 900,000,000 overseas-listed foreign shares to the public, which were listed on the Hong Kong Stock Exchange on 23 December 2009. Upon the completion of the share issue, the registered capital of the Company was changed to RMB8.6 billion.

vi. Non-public Issue and listing of H Shares in 2012

After approved by Bao Jian Fa Gai [2012] No. 1186 issued by CIRC on 29 September 2012 and verified by Zheng Jian Xu Ke [2012] No. 1424 issued by CSRC on 30 October 2012, the Company initially and non- publicly issued 462,000,000 overseas-listed foreign shares to subscribers which completed non-public issue and were listed on the Hong Kong Stock Exchange on 14 November 2012. Upon the completion of the share issue, the registered capital of the Company was changed to RMB9.062 billion.

II Previous Share Transfers

i. Contribution and Transfer by Bank of Communications

In 1991, general administration division of Bank of Communications and ten of its branches made a contribution of RMB430,000,000 to the Company; in 1992, 40 branches and sub-branches of Bank of Communications made a contribution of RMB401,000,000 to the Company; Bank of Communications subscribed for 172,400,000 shares during capital injection of the Company in 1995. As of then, Bank of Communications held an aggregate of 1,003,400,000 shares in the Company.

On 28 August 1999, Bank of Communications entered into an agreement with Shanghai Municipal People's Government in relation to the transfer of equity in the Company, pursuant to which, Bank of Communications transferred all the 1,003,400,000 shares it held in the Company to Shanghai Municipal People's Government for a consideration of RMB1,865,102,000. The number of shares involved in the transfer accounted for approximately 50.01% of the then total share capital of the Company. The transfer was approved by Ministry of Finance Cai Zhai Zi [1999] No. 165.

ii. Transfer by Shanghai Municipal People's Government

As approved by CIRC Bao Jian Fu [2000] No. 70 and Bao Jian Fu No. [2000]135, Shanghai Municipal People's Government transferred the 190,901,250, 190,901,250, 300,958,500 and 120,000,000 shares it held in the Company to Shanghai Jiushi Corporation (上海久事公司), Shanghai State-owned Assets Operation Co., Ltd., Shenergy (Group) Company Limited and Yunnan Hongta Industrial Co., Ltd.(雲南紅塔實業有限責任公司), respectively, for a consideration of RMB1.186, RMB1.186, RMB1.49 and RMB1.44 per share, respectively. The number of shares involved in the transfer accounted for approximately 40.1% of the then total share capital of the Company. Shanghai Municipal People's Government still held 200,639,000 shares of the Company through Shanghai Municipal Finance Bureau.

As approved by CIRC Bao Jian Bian Shen [2001] No. 86, Shanghai Municipal People's Government transferred all the shares it held in the Company to Shanghai State-owned Assets Operation Co., Ltd. through Shanghai Finance Bureau at nil consideration.

iii. Transfer by Baosteel Group Corporation and its subordinate enterprises

In November 2007, due to internal adjustment, Baosteel Group Corporation transferred the 950,000,000 shares held by it, 375,000,000 shares held by Shanghai Baosteel Chemicals Company Limited, 8,000,000 shares held by Baosteel Group Shanghai Wugang Co, Ltd. and 7,000,000 shares held by Hwabao Trust Co., Ltd. to Fortune Investment Co., Ltd., the wholly-owned subsidiary of Baosteel Group Corporation, at a consideration of RMB3.00, RMB2.50, RMB4.27 and RMB4.27 per share, respectively. Upon such transfer, Fortune Investment Co., Ltd. held 1,340,000,000 shares of the Company, representing 20% of the total share capital of the Company. The transfer was approved by China Insurance Regulatory Commission Bao Jian Fa Gai [2007] No. 1458.

iv. Other changes in shareholding

- (1) Save for the abovementioned equity transfer, as of the listing of A shares, previous share transfers (including change of shareholder names) and related approval or registration are set out below:

Time	Approval or Registration	Explanation of change in shareholding
1999	China Insurance Regulatory Commission Bao Jian Fu [1999] No. 13	Beijing Travel and Tourism Corporation was renamed as Beijing Tourism Company Limited.
1999	China Insurance Regulatory Commission Bao Jian Fu [1999] No. 54	Zhoushan Municipal Bureau of Finance transferred the 10,000,000 shares held by it, Zhoushan Putuo District Bureau Finance transferred the 5,000,000 shares held by it, Tai'an Economic Development Investment Company transferred the 5,000,000 shares held by it and Zhongshan Nongyin Industrial Development Co., Ltd transferred the 5,000,000 shares held by it to Yuxi Hongta Tobacco (Group) Co., Ltd., at a consideration of RMB1.4 per share.
1999	China Insurance Regulatory Commission Bao Jian Fu [1999] No. 79	Shanghai Jinjiang (Group) Company was renamed Jinjiang (Group) Corporation

Time	Approval or Registration	Explanation of change in shareholding
1999	China Insurance Regulatory Commission Bao Jian Fu [1999] No. 104	The Department of Finance of Jiangsu Province transferred the 10,000,000 shares it held to Jiangsu State-owned Assets Operation Co., Ltd. at nil consideration.
		Panzhuhua Kaiyuan Industrial Company transferred the 1,500,000 shares it held to Panzhuhua State-owned Assets Operation Co., Ltd. for a consideration unknown to the Company.
1999	China Insurance Regulatory Commission Bao Jian Fu [1999] No. 133	Shandong Xinhua Pharmaceutical Factory was renamed Shandong Xinhua Pharmaceutical Group Company Limited
1999	China Insurance Regulatory Commission Bao Jian Fu [1999] No. 239	Qidong Management Office of the Rural Society Endowment Insurance Business transferred the 3,000,000 shares it held to Nantong Traffic Construction Investment Company, for a consideration of RMB1.248 per share
2000	China Insurance Regulatory Commission Bao Jian Fu [2000] No. 22	Zhejiang Shaoxing County Commercial corporation transferred the 500,000 shares it held to Shaoxing Yinxiang Economic Industrial Company at a consideration unknown to the Company.
2000	China Insurance Regulatory Commission Bao Jian Fu [2000] No. 162	Shandong Xinhua Pharmaceutical Group Company Limited transferred the 5,000,000 shares it held to Shandong Xinhua Pharmaceutical Company Limited at nil consideration.
2000	China Insurance Regulatory Commission Bao Jian Fu [2000] No. 265	Zhejiang Qing Hong Electronics Group Co., Ltd transferred the 1,000,000 shares it held to Tianjin Zhonghuan Semiconductor Company at a consideration unknown to the Company.
2001	China Insurance Regulatory Commission Bao Jian Bian Shen [2001] No. 11	Shaoxing Rolling Factory transferred the 500,000 shares it held to Shaoxing Silk Printing Plant for a consideration of RMB1.0 per share.
		Shaoxing Silk Printing Plant was renamed Shaoxing Silk Printing and Dyeing Co., Ltd

Time	Approval or Registration	Explanation of change in shareholding
2001	China Insurance Regulatory Commission Bao Jian Bian Shen [2001] No. 17	Liaoyuan Deheng Company Limited transferred the 1,650,000 shares it held to Liaoyuan Donghai Down coat Factory for a consideration of RMB4.00 per share.
		Shaoxing Iron and Steel Factory transferred the 500,000 shares it held to Shanghai Haixiang Property Co., Ltd for a consideration of RMB1.00 per share.
		Gansu Yuanrong Joint Company transferred the 500,000 shares it held to Gansu Electric Power Company for a consideration of RMB1.47 per share.
		Cixi Post Office transferred the 1,000,000 shares it held to Cixi Guanglian Communication Co., Ltd. for a consideration of RMB1.16 per share.
		Hefei Overseas Chinese Economic Development Company transferred the 500,000 shares it held to Tongshan Huaihai Packaging Material Co., Ltd for a consideration of RMB1.16 per share.
		Yuyao Machinery Sets Company transferred the 500,000 shares it held to Yuyao Lucky Trading Company for a consideration of RMB1.30 per share.
		Yuyao Timber Company transferred the 500,000 shares it held to Yuyao Zhongda Petrochemical Co., Ltd for a consideration of RMB1.30 per share.
		Lianyungang Materiel Administration transferred the 300,000 shares it held to Lianyungang Industrial Real Estate Development Co., Ltd for a consideration of RMB1.449 per share.

Time	Approval or Registration	Explanation of change in shareholding
2001	China Insurance Regulatory Commission Bao Jian Bian Shen [2001] No. 18	<p>Beijing Petroleum Products Sales Corporation was renamed Sinopec Beijing Oil Products Company.</p> <p>China Tobacco Yunnan Import and Export Corporation was renamed China Tobacco Yunnan Import and Export Co., Ltd.</p> <p>Xinjiang Uygur Autonomous Region Bayi Iron and Steel Factory was renamed Xinjiang Bayi Iron and Steel (Group) Co., Ltd.</p> <p>Maoming Jinhua Company Financial Development was renamed Maoming Zhonghe Economic Development Corporation.</p> <p>Guangzhou Pearl River Electric Power Engineering Company was renamed Guangzhou Development Group Co., Ltd.</p> <p>Zunyi Aluminum Plant was renamed Zunyi Aluminum Industry Co., Ltd.</p> <p>Zunyi Financial Securities Service Company was renamed Zunyi State-owned Assets Operation Co., Ltd.</p> <p>Northwest State Power Corporation was renamed Shaanxi Provincial Power Company</p> <p>Hubei Qingjiang Hydropower Development Corporation was renamed Hubei Qingjiang Hydropower Development Co., Ltd.</p>
2001	China Insurance Regulatory Commission Bao Jian Fu [2001] No. 25	Sinopec Jinling Petrochemical Company, Guizhou Chishui Natural Gas Chemical Fertilizer Plant and other 36 shareholders changed their names.
2001	China Insurance Regulatory Commission Bao Jian Bian Shen [2001] No. 69	Yunnan Hongta Industrial Co., Ltd. was renamed Yunnan Hongta Investment Company Limited.

Time	Approval or Registration	Explanation of change in shareholding
2001	China Insurance Regulatory Commission Bao Jian Bian Shen[2001] No. 86	Northeast Pharmaceutical Factory transferred the 5,000,000 shares it held, Chengde Infrastructure Materials Corporation transferred the 300,000 shares it held to Shanghai State-owned Assets Operation Co., Ltd. for a consideration of RMB1.48 per share.
		Shanghai State-owned Assets Operation Co., Ltd. transferred the 196,201,250 shares it held to Shanghai International Group Co., Ltd. for a consideration of RMB1.90 per share.
		Hongta Group Corporation transferred the 25,000,000 shares it held to Yunnan Hongta Investment Company Limited for a consideration of RMB1.00 per share. Yangzhou Xinyi Real Estate Development Company transferred the 5,000,000 shares it held to Yunnan Hongta Investment Company Limited for a consideration of RMB1.45 per share.
2001	China Insurance Regulatory Commission Bao Jian Fu[2001] No. 106	Shareholder qualification of 283 entities reported by China Pacific Insurance Company was confirmed.

Time	Approval or Registration	Explanation of change in shareholding
2001	China Insurance Regulatory Commission Bao Jian Fu [2001] No. 227	Huainan Grain Bureau III Storeroom was renamed Anhui Huainan Tianjiaan State Grain Reserve.
		Sichuan Chuanwei Iron and Steel Group Co., Ltd. was renamed Sichuan Chuanwei Group Co., Ltd.
		Beijing Automotive Industry Group Head Company was renamed Beijing Automotive Industry Holding Co., Ltd.
		Jiangsu State-owned Assets Operation Co., Ltd. was renamed Jiangsu State-owned Assets Operation (Holding) Co., Ltd.
		Gansu Finance Department transferred the 1,000,000 shares it held to Gansu Trust and Investment Company for a consideration of RMB1.16 per share.
		Huangshi Economic and Industrial Development Co., Ltd. transferred the 900,000 shares it held to Huangshi Local Railway Company at a consideration unknown to the Company.
		Heilongjiang Administration of Hydropower Construction transferred the 1,000,000 shares it held to Mudanjiang Longdian Industrial Co., Ltd. for a consideration of RMB1.16 per share.
		Zunyi Xinxing Power Co., Ltd. transferred the 500,000 shares it held to Zunyi Power Real Estate Development Co., Ltd. for a consideration of RMB1.248 per share.
		Zhejiang Laofengxiang Jewelry Factory transferred the 2,000,000 shares it held to Zhejiang Riyue Jewelry Group Co., Ltd. for a consideration of RMB1.248 per share.
		Liaoyuan Donghai Clothing Factory transferred 1,000,000 shares out of the 2,650,000 shares it held to Liaoyuan Water Supply Company for a consideration of RMB1.16 per share.
		Jiangmen Finance Bureau transferred 5,000,000 shares it held to Jiangmen Trading Assets Management Co., Ltd. at nil consideration.
Ruian Finance Bureau transferred 2,000,000 shares it held to Ruian State-owned Assets Operation Co., Ltd. for a consideration of RMB1.248 per share.		

Year	Official document	Description of changes in shares
		Lianyungang Metal Materials Corporation (連雲港市金屬材料總公司) transferred its 300,000 shares to Lianyungang Asset Development and Investment Corporation(連雲港市資產開發投資公司) at a transfer price of 1.48 yuan per share.
		Shanghai Municipal Postal Administration (上海市郵電管理局)transferred 3,175,000 shares, 657,000 shares and 3,628,000 shares to China Post (Shanghai) (上海市郵政局), Shanghai Mobile Communications Co., Ltd. (上海移動通信有限責任公司) and China Telecommunications Limited Shanghai Branch (中國電信集團上海市電信公司) respectively at nil consideration.
		Dalian Longxing Shipping Co., Ltd. (大連龍興海運有限公司) transferred its 5 million shares to Dalian Railway Housing Development Co., Ltd. (大連鐵路房屋開發有限公司) at a transfer price of 1.248 yuan per share.
		Guiyang Yintong Trade Development Company (貴陽銀通貿易開發公司) transferred its 3 million shares to China Railway No.5 Engineering Group Co., Ltd. (中鐵五局(集團)有限公司) at a transfer price of 1.30 yuan per share.
		Xuzhou Electric Power Bureau (徐州電業局) transferred its 5 million shares to Xuzhou Electric Power Industry Co., Ltd. (徐州電力實業有限公司), the transfer price being 1.248 yuan per share.
		Feicheng City Economic Development and Investment Company (肥城市經濟開發投資公司) transferred its 3 million shares to Shandong Taishan Tire Factory (山東泰山輪胎廠) at a transfer price of 1.48 yuan per share.
		Chengde City Aolin Industrial Development Corporation (承德市奧林實業開發總公司) transferred its 300,000 shares to Chengde City Yuhuashidai Technology Trading Company (承德市裕華時代科貿公司) and the Company was not informed of the transfer price.
		Zhenjiang City Trust and Investment Company (鎮江市信託投資公司) transferred its 1 million shares to Zhenjiang City Asset Management Company (鎮江市資產經營公司) at a transfer price of 1.16 yuan per share.

Year	Official document	Description of changes in shares
		<p>Huangshi Yuanxiang Property Development Company (黃石遠祥物業發展公司) transferred 300,000 shares to China Orient Asset Management Co. Ltd. (中國東方資產管理公司) at a transfer price of 1.16 yuan per share.</p> <p>300,000 shares held by Shangyu City Guangtong Industrial Development Company (上虞市廣通實業開發公司), 5 million shares held by Datun Coal and Electricity Company (大屯煤電公司), 600,000 shares held by Xin Tong Comprehensive Management Company (鑫通綜合經營公司), 500,000 shares held by Shaoxing County Commercial Corporation (紹興縣商業總公司), 1 million shares held by Xiamen City Local Construction Materials Company (廈門市地方建築材料公司), 1 million shares held by Xiamen Zhongmao Import and Export Co., Ltd. (廈門中貿進出口有限公司) and 500,000 shares held by China Petroleum Corporation Liaoyuan Branch (中國石油總公司遼源分公司) were transferred to Shanghai Tobacco (Group) Company (上海煙草(集團)公司) at a transfer price of 1.48 yuan per share. Technical Funds Management Office of Changji Hui Autonomous Prefecture (昌吉回族自治州技措資金管理處) transferred its 1 million shares to Shanghai Tobacco (Group) Company (上海煙草(集團)公司) at a transfer price of 1.485 yuan per share. Hefei Jinsui Industrial Corporation (合肥金穗實業總公司) transferred its 500,000 shares to Shanghai Tobacco (Group) Company (上海煙草(集團)公司) at a transfer price of 1.49 yuan per share. Labor Service Company of Hefei Municipal Office, SAT (安徽省合肥市國家稅務局勞動服務公司) transferred its 500,000 shares to Shanghai Tobacco (Group) Company (上海煙草(集團)公司) at a transfer price of 1.50 yuan per share.</p>
2001	BJF [2001] No.239 of China Insurance Regulatory Commission	Confirmed that the registered capital of the Company reached 2.00639 billion yuan; confirmed the investment qualification of 268 shareholders of the Company except 5 initiators.

Year	Official document	Description of changes in shares
2002	B J B S [2 0 0 2] No.38 of China Insurance Regulatory Commission	Jiangsu Province Economic and Trade Corporation (江蘇省經濟貿易總公司) transferred its 5 million shares to Shanghai Wanke Industrial Co., Ltd. (上海萬可實業有限公司) at a transfer price of 1.50 yuan per share.
		Jiangxi Qianwei Chemical Limited Company (江西前衛化工有限責任公司) transferred its 300,000 shares to Xinyu City Xinhua Industrial Co., Ltd. (新餘市新華實業有限公司), and the Company was not informed of the transfer price.
		Hangzhou Fengqi Construction Industry Corporation (杭州鳳起建設實業總公司) changed its name to Hangzhou Donghe Construction and Development Company (杭州東河建設開發公司).
2002	B J B S [2 0 0 2] No.99 of China Insurance Regulatory Commission	Hubei Changxing Industrial Co., Ltd. (湖北長興實業股份有限公司) transferred its 5 million shares to Shanghai Guoxin Investment and Development Co., Ltd. (上海國鑫投資發展有限公司) at a transfer price of 1.58 yuan per share.
2002	B J B S [2 0 0 2] No.118 of China Insurance Regulatory Commission	Shaanxi Jinhua Industrial Development Co., Ltd. (陝西金花實業發展有限責任公司) changed its name to Jinhua Investment Co., Ltd. (金花投資有限公司).
		Chengde Electric Power Industry Corporation (承德電力實業總公司) changed its name to Chengde Haoyuan Power Installation Co., Ltd. (承德昊源電力承裝有限公司).
		Changjiang Economic Development (Group) Co., Ltd. Nanjing Branch (長江經濟聯和發展(集團)股份有限公司南京分公司) changed its name to Nanjing Changjiang Development Co., Ltd. (南京長江發展股份有限公司).
		China Tobacco Fujian Import and Export Company (中國煙草福建進出口公司) changed its name to China Tobacco Fujian Import and Export Co., Ltd. (中國煙草福建進出口有限責任公司).
		Lianyungang City Electrical and Mechanical Equipment Corporation (連雲港市機電設備總公司) changed its name to Lianyungang City Lantian Electrical and Mechanical Equipment Co., Ltd. (連雲港市藍天機電設備有限責任公司).

Year	Official document	Description of changes in shares
		Maoming Zhonghe Economic Development Company (茂名眾和經濟發展公司) changed its name to Maoming Zhonghe Plastic Co., Ltd. (茂名眾和化塑有限公司).
		Gansu Province Trust and Investment Company (甘肅省信託投資公司) changed its name to Gansu Province Trust and Investment Co., Ltd. (甘肅省信託投資有限責任公司).
		Zibo Municipal Bureau of Finance (淄博市財政局) transferred its 5 million shares to Zibo City State-owned Assets Management Company (淄博市國有資產經營公司) at nil consideration.
		Hefei Municipal Finance Bureau transferred its 5 million shares to Hefei Xingtai Investment Holdings Limited (合肥興泰投資控股有限公司) at nil consideration.
		Kunming Municipal Finance Bureau (昆明市財政局) transferred its 5 million shares to Kunming State-owned assets (Holding) Operating Co., Ltd. (昆明市國有資產(持股)經營有限責任公司) at nil consideration.
		Nanjing Finance Bureau transferred its 20 million shares to Nanjing State-owned Assets Investment Management Holding (Group) Co., Ltd. (南京市國有資產投資管理控股(集團)有限責任公司) at nil consideration.
		Finance Bureau of Ningbo Zhenhai District (寧波市鎮海區財政局) transferred its 500,000 shares to Ningbo Zhenhai District Haijiang Investment and Development Co., Ltd. (寧波市鎮海區海江投資發展有限公司) at nil consideration.
		Shangyu Finance Bureau (上虞市財政局) transferred its 1 million shares to Shangyu City Asset Management Co., Ltd. (上虞市資產經營有限責任公司) at nil consideration.
		Wuzhou Finance Bureau (梧州市財政局) transferred its 5 million shares to Wuzhou Dongtai State-owned Assets Management Co., Ltd. (梧州市東泰國有資產經營有限公司) at nil consideration.

Year	Official document	Description of changes in shares
		Karamay Municipal Finance Bureau (克拉瑪依市財政局) transferred its 2 million shares to Karamay City State-owned Assets Investment Management Co., Ltd. (克拉瑪依市國有資產投資經營有限責任公司) at nil consideration.
		431,100 shares held by Zunyi City Honghuagang District Finance Bureau (遵義市紅花崗區財政局) and 300,000 shares held by Zunyi City Trust and Investment Company (遵義市信託投資公司) were transferred to Zunyi City Honghuagang District State-owned Assets Investment and Management Co., Ltd. (遵義市紅花崗區國有資產投資經營有限責任公司) at nil consideration.
		Jinzhou Municipal Bureau of Finance (錦州財政局) transferred its 5 million shares to Jinzhou Guofa Assets Management Co., Ltd. (錦州市國發資產經營有限公司) at a transfer price of 1.00 yuan per share.
		Hangzhou Municipal Bureau of Finance (杭州市財政局) transferred its 10.20 million shares to Hangzhou Financial Development Company(杭州市財務開發公司) at a transfer price of 1.248 yuan per share.
		Yangzhou Municipal Bureau of Finance (揚州市財政局) transferred its 3.5 million shares to Yangzhou City Energy Transportation Investment Company(揚州市能源交通投資公司) at nil consideration.
		9.7 million shares held by Zhenjiang Municipal Bureau of Finance (鎮江市財政局), 500,000 shares held by Danyang Municipal Bureau of Finance (丹陽市財政局), 300,000 shares held by Zhenjiang Local Taxation Bureau and 700,000 shares held by Zhenjiang Municipal Office, SAT were transferred to Zhenjiang Assets Management Company (鎮江市資產經營公司) at a transfer price of 1.16 yuan per share.
		Shaoxing Municipal Finance Bureau (紹興市財政局) transferred its 2.5 million shares to Shaoxing Finance Investment Co., Ltd. (紹興市財政投資有限公司) at a transfer price of 1.00 yuan per share.
		Shaoxing County Finance Bureau (紹興縣財政局) transferred its 1 million shares to Shaoxing County State-owned Assets Investment Management Co., Ltd. (紹興縣國有資產投資經營有限公司) at a transfer price of 1.00 yuan per share.

Year	Official document	Description of changes in shares
		Kunshan Municipal Finance Bureau (昆山市財政局) transferred its 3 million shares to Kunshan Xinda Accounting Services Limited (昆山市信達會計專業服務有限公司) at a transfer price of 1.248 yuan per share.
		Maoming Municipal Finance Bureau (茂名市財政局) transferred its 4 million shares to Maoming Three-dimensional Economic Development Co., Ltd. (茂名市三維經濟發展有限公司) at nil consideration.
		Liaoyuan Municipal Finance Bureau (遼源市財政局) transferred its 1.5 million shares to Jilin Sanyou Real Estate Development Co., Ltd. (吉林市三友房地產開發有限公司) at a transfer price of 1.36 yuan per share.
		Jilin Municipal Finance Bureau (吉林市財政局) transferred its 10 million shares to Jilin Municipal Zhongtian Investment Management Co., Ltd. (吉林市中天投資管理有限責任公司) at a transfer price of 1.248 yuan per share.
		Jinchang Municipal Finance Bureau (金昌市財政局) transferred its 1 million shares to Gansu Province Trust and Investment Co., Ltd. (甘肅省信託投資有限責任公司) and the Company was not informed of the transfer price.
		Dalian Municipal Bureau of Finance transferred its 15 million shares to Dalian Enterprise Credit Guarantee Co., Ltd. (大連市企業信用擔保有限公司) at a transfer price of 1.6766 yuan per share.
		Nanchang Municipal Finance Bureau (南昌市財政局) transferred its 5 million shares to Jiangxi Hongda (Group) Co., Ltd. (江西洪大(集團)股份有限公司) at a transfer price of 1.68 yuan per share.
		600,000 shares held by Xinyu Municipal Bureau of Finance (新餘市財政局) and 300,000 shares held by Xinyu Commercial Bureau (新餘市商業局) were transferred to Jiangxi Xinyu Silima Highway Construction Co., Ltd. (江西新餘斯麗馬公路建設有限公司) at a transfer price of 1.30 yuan per share.
		Treasury Services Department of Yu Shui District Finance Bureau of Xinyu City (新余市渝水區財政局國債服務部) transferred its 300,000 shares to Culture and Education Supplies Factory (文教用品廠) of Yu Shui District, Xinyu at a transfer price of 1.30 yuan per share.

Year	Official document	Description of changes in shares
		Leping Municipal Bureau of Finance (樂平市財政局) transferred its 2 million shares to Leping Financial Information Engineering Co., Ltd. (樂平市金財信息工程有限公司) at nil consideration.
		Shanghai Jinjiang Group Finance Co., Ltd. (上海錦江集團財務有限責任公司) transferred its 700,000 shares to Jinjiang (Group) Co., Ltd. (錦江(集團)有限公司) at a transfer price of 1.16 yuan per share.
		Jiangsu Province International Trust and Investment Corporation (江蘇省國際信託投資公司) transferred its 10 million shares to Jiangsu Guoxin Asset Management Group Co., Ltd. (江蘇省國信資產管理集團有限公司), the transfer price being 1.248 yuan per share.
		Zigong City Finance Development Company (自貢市財源開發公司) transferred its 300,000 shares to Zigong State-owned Assets Management Investment Co., Ltd. (自貢市國有資產經營投資有限責任公司), the transfer price being 1.16 yuan per share.
		Qingdao Municipal Finance Bureau (青島市財政局) transferred its 4 million shares to Qingdao Qifa Investment Co., Ltd. (青島市企發投資有限公司), the transfer price being 1.68 yuan per share.
		5 million shares held by Foshan Municipal Bureau of Finance (佛山市財政局), 3 million shares held by Jingdezhen Municipal Bureau of Finance (景德鎮市財政局) and 5 million shares held by Sichuan Airlines (四川航空公司) were transferred to Shanghai Tobacco Industrial Printing Factory (上海煙草工業印刷廠) at a transfer price of 1.75 yuan per share.
		5 million shares held by Chengdu Municipal Bureau of Finance (成都市財政局) and 5 million shares held by Chongqing Municipal Bureau of Finance (重慶市財政局) were transferred to Shanghai Tobacco Industrial Printing Factory (上海煙草工業印刷廠) at a transfer price of 1.80 yuan per share.
		5 million shares held by Shantou Municipal Bureau of Finance (汕頭市財政局), 300,000 shares held by Xinlong County Bureau of Finance (興隆縣財政局), 300,000 shares held by Shouwangfen Copper Mine (壽王墳銅礦) and 9.5 million shares held by Xiamen Municipal Bureau of Finance were transferred to Shanghai Tobacco Industrial Printing Factory (上海煙草工業印刷廠) at a transfer price of 1.90 yuan per share.

Year	Official document	Description of changes in shares
		<p>5 million shares held by Jining Municipal Bureau of Finance (濟寧市財政局) and 5 million shares held by Baotou Municipal Bureau of Finance (包頭市財政局) were transferred to Shanghai Tobacco Industrial Printing Factory (上海煙草工業印刷廠) at a transfer price of 2.00 yuan per share.</p> <p>Shanghai Zhuzong (Group) Corporation (上海住總(集團)總公司) transferred its 10 million shares to Shanghai Tobacco (Group) Company (上海煙草(集團)公司) at a transfer price of 1.5 yuan per share. Beihai Municipal Finance Bureau (北海市財政局) transferred its 4 million shares to Shanghai Tobacco (Group) Company (上海煙草(集團)公司) at a transfer price of 1.95 yuan per share. Finance Bureau of Shanghai Pudong New Area (上海市浦東新區財政局) transferred its 20 million shares to Shanghai Tobacco (Group) Company (上海煙草(集團)公司) at a transfer price of 1.98 yuan per share.</p>
2002	BJF [2002] No. 147 and BJBS [2002] No.119 of China Insurance Regulatory Commission	On December 12, 2002, China Insurance Regulatory Commission approved the further issuance of 2.29361 billion domestic shares by issuing official document of BJF [2002] No. 147. On December 18, 2002, China Insurance Regulatory Commission has agreed that the registered capital of the Group has been changed to 4.3 billion by issuing official document of BJBS [2002] No.119.
2003	BJBS [2003] No.34 of China Insurance Regulatory Commission	<p>Nanjing Investment Company (南京市投資公司) transferred its 3 million shares to Nanjing State-owned Assets Investment Management Holding (Group) Co., Ltd. (南京市國有資產投資管理控股(集團)有限責任公司) at nil consideration.</p> <p>Shanghai International Group (上海國際集團有限公司) transferred its 196,201,250 shares to Shanghai State-owned Assets Management Co., Ltd. (上海國有資產經營有限公司) at a transfer price of 1.90 yuan per share.</p> <p>Shanghai Tobacco (Group) Company (上海煙草(集團)公司) transferred its 10 million shares to Shanghai Tobacco Shanghai Zhuzong (Group) Corporation (上海住總(集團)總公司) at a transfer price of 1.424 yuan per share.</p>

Year	Official document	Description of changes in shares
2003	B J B S [2 0 0 3] No.96 of China Insurance Regulatory Commission	Zhengzhou Cigarette Factory (鄭州捲煙廠) transferred its 5 million shares to Yunnan Hongta Investment Co., Ltd. (雲南紅塔投資有限責任公司) at a transfer price of 2.00 yuan per share.
		Yuyao Longshan Industrial Products Group Co., Ltd. (余姚市龍山工業品集團有限公司) transferred its 500,000 shares to Yuyao Simen Supply and Marketing Cooperatives (余姚市泗門供銷合作社) at a transfer price of 1.168 yuan per share.
		Hunan Haida Automotive Electrical and Mechanical Sales Co., Ltd. (湖南省海達汽車機電銷售有限公司) transferred its 5 million shares to Macrolink Holdings Limited(新華聯控股有限公司) at a transfer price of 1.248 yuan per share.
		Shanghai Mobile Communication Co., Ltd (上海移動通信有限責任公司) transferred its its 657,000 shares to Shanghai Guoxin Investment and Development Co., Ltd. (上海國鑫投資發展有限公司) at a transfer price of 1.68 yuan per share. Hefei Xingtai Investment Holding Co., Ltd. (合肥興泰投資控股有限公司) transferred its its 5 million shares to Shanghai Guoxin Investment and Development Co., Ltd. (上海國鑫投資發展有限公司) the transfer price being 1.91 yuan per share. Nanjing Changjiang Development Co., Ltd. (南京長江發展股份有限公司) transferred its 10 million shares to Shanghai Guoxin Investment and Development Co., Ltd. (上海國鑫投資發展有限公司) at a transfer price of 2.00 yuan per share.
		Dushanzi Petrochemical Plant of Xinjiang Oil Administration (新疆石油管理局獨山子石化總廠) transferred its 5 million shares to Karamay Dushanzi Kesiyuan Petrochemical Co., Ltd. (克拉瑪依市獨山子科思源石化有限公司), the transfer price being 1.25 yuan per share.

Year	Official document	Description of changes in shares
2003	B J B S [2 0 0 3] No.159 of China Insurance Regulatory Commission	Shanghai Huchang Special Steel Co., Ltd. (上海滬昌特殊鋼股份有限公司) transferred its 5 million shares to Shanghai No.5 Steel Co., Ltd. of Baosteel Group (寶鋼集團上海五鋼有限公司) at a transfer price of 1.16 yuan per share.
		Hubei Qingjiang Hydropower Development Co., Ltd. (湖北清江水電開發有限責任公司) transferred its 5 million shares to Shanghai Guoxin Investment and Development Co., Ltd. (上海國鑫投資發展有限公司) at a transfer price of 1.75 yuan per share.
		Xiamen Zongheng Group Technology Co., Ltd. (廈門縱橫集團科技股份有限公司) transferred its 2.788 million shares to Xiamen Post Property Management Co., Ltd. (廈門郵政物業管理有限公司) at a transfer price of 1.68 yuan per share.
2003	BJF [2003] No.177 of China Insurance R e g u l a t o r y Commission	China International Iron & Steel Investment Co. (中國國際鋼鐵投資公司) transferred its 50 million shares to Shanghai Baosteel Group Corporation (上海寶鋼集團公司) at a transfer price of 2.43 yuan per share.
		Gansu Xilan Technology Industrial Co., Ltd. (甘肅西蘭科技實業股份有限公司) transferred its 2 million shares to Hwabao Trust and Investment Co., Ltd. (華寶信託投資有限責任公司) at a transfer price of 1.84 yuan per share. Shanghai Wanke Industrial Co., Ltd. (上海萬可實業有限公司) transferred its 5 million shares to Hwabao Trust and Investment Co., Ltd. (華寶信託投資有限責任公司) at a transfer price of 2.05 yuan per share.
		Beijing Automotive Industry Holding Co., Ltd. (北京汽車工業控股有限責任公司) transferred its 5 million shares to Shanghai Guoxin Investment and Development Co., Ltd. (上海國鑫投資發展有限公司) at a transfer price of 1.954 yuan per share.
		Changzhou Securities Co., Ltd. (常州證券有限責任公司) transferred its 2 million shares to Changzhou Investment Group Co., Ltd. (常州投資集團有限公司) at a transfer price of 1.248 yuan per share.
		Lanzhou Saite Corporation (蘭州賽特總公司) transferred its 1 million shares to Gansu Electric Power Diversification (Group) Company (甘肅電力多種經營(集團)公司) at a transfer price of 2.00 yuan per share.

Year	Official document	Description of changes in shares
		Liaoyuan East China Sea Down Clothing Factory (遼源市東海羽絨服裝總廠) transferred its 1.65 million shares to Jilin Province Liaoyuan Yadong Pharmaceutical Co., Ltd. (吉林省遼源亞東藥業股份有限公司) at a transfer price of 1.00 yuan per share.
2004	B J F G [2 0 0 4] No.949 of China Insurance Regulatory Commission	<p>Lianyungang Port Authority (連雲港港務局) transferred its 3 million shares to Lianyungang Port Group Co., Ltd. (連雲港港口集團有限公司) at a transfer price of 1.70 yuan per share.</p> <p>Yangzhou City Energy Transportation Investment Company (揚州市能源交通投資公司) transferred its 3.5 million shares to Yangzhou City Yangtze Investment & Development Group Co., Ltd. (揚州市揚子江投資發展集團有限責任公司), the transfer price being 1.248 yuan per share.</p> <p>Fujian International Tourism Aviation Service Company (福建省國際旅遊航空服務公司) transferred its 500,000 shares to Fujian Tourism Company Ltd., the transfer price being 1.84 yuan per share.</p> <p>Neijiang Huacheng Cotton Textile Factory (內江華誠棉紡織廠) transferred its 900,000 shares to Neijiang Chuangyuan Textile Co., Ltd. (內江創源紡織有限責任公司) at a transfer price of 1.16 yuan per share.</p> <p>Zibo State-owned Assets Management Company (淄博市國有資產經營公司) transferred its 5 million shares to Zibo City Assets Operation Co., Ltd. (淄博市城市資產運營有限公司) at nil consideration.</p> <p>Anhui Foreign Trade Financial Industry Development Company (安徽外貿財務實業開發公司) transferred its 5.5 million shares to Anhui Jinhua Import and Export Co., Ltd. (安徽錦華進出口有限責任公司) at a transfer price of 1.24 yuan per share.</p> <p>Sichuan Weiyuan Baita (Group) Company (四川省威遠白塔(集團)公司) transferred its 300,000 shares to Sichuan Zigong Fuda Industrial Co., Ltd. (四川省自貢富達實業有限公司) at a transfer price of 1.1715 yuan per share.</p> <p>Hubei Huangshi Forging Machine Tool Co., Ltd. (湖北黃石鍛壓機床有限公司) transferred its 300,000 shares to Hubei Sanhuan Forging Machine Tool Co., Ltd. (湖北三環鍛壓機床有限公司) at a transfer price of 1.00 yuan per share.</p>

Year	Official document	Description of changes in shares
2004	B J F G [2 0 0 4] No.1254 of China Insurance Regulatory Commission	3 million shares held by Jinhua Investment Co., Ltd. (金花投資有限公司) and 4 million shares held by Fujian Nanfang Textile Co., Ltd. (福建南紡股份有限公司) were transferred to Shanghai State-owned Assets Operation Co., Ltd. at a transfer price of 2.40 yuan per share.
		Hefei Yingfu Gas Station(合肥市迎福加油站) transferred its 500,000 shares to Shanghai Guoxin Investment and Development Co., Ltd. (上海國鑫投資發展有限公司) at a transfer price of 1.75 yuan per share. Chengde Motor Plant(承德市電機總廠) transferred its 300,000 shares to Shanghai Guoxin Investment and Development Co., Ltd. (上海國鑫投資發展有限公司) at a transfer price of 2.06 yuan per share.
		Sichuan Kangda Construction Materials Industry Group Company(四川康達建材工業集團公司) transferred its 2 million shares to Shanxi Zhenxing Group Co., Ltd. (山西振興集團有限公司) at a transfer price of 2.20 yuan per share.
		Lanzhou Iron and Steel Company (蘭州鋼鐵公司) transferred its 1 million shares to Jiuquan Iron and Steel (Group) Co., Ltd. (酒泉鋼鐵(集團)有限責任公司), by which Jiuquan Iron and Steel (Group) Co., Ltd. (酒泉鋼鐵(集團)有限責任公司) acquired Lanzhou Iron and Steel Company (蘭州鋼鐵公司) and took over the shares originally held by Lanzhou Iron and Steel Company (蘭州鋼鐵公司).
2004	B J F G [2 0 0 4] No.1666 of China Insurance Regulatory Commission	Shanghai Baosteel Real Estate Co., Ltd. (上海寶鋼地產有限公司) transferred its 124 million shares to Shanghai Baosteel Group Corporation (上海寶鋼集團公司) at a transfer price of 2.50 yuan per share.
		Shanghai Light Industry International (Group) Co., Ltd. (上海轻工國際(集團)有限公司) transferred its 500,000 shares to Shanghai State-owned Assets Management Co., Ltd. (上海國有資產經營有限公司) at a transfer price of 2.30 yuan per share.
2005	B J F G [2 0 0 5] No.752 of China Insurance Regulatory Commission	Shanghai Lujiazui Hongan Industrial Corporation (上海市陸家嘴弘安實業總公司) transferred its 5 million shares to Shanghai State-owned Assets Management Co., Ltd. (上海國有資產經營有限公司) at a transfer price of 1.80 yuan per share.

Year	Official document	Description of changes in shares
2005	Document (2005) No. 64 of Pacific Insurance of “Report on Transfer of Shares by and Renaming of Shareholders of the Company”	Through the auction, Guizhou Aerospace Industry Co., Ltd. (貴州航天工業有限責任公司) obtained all the bankruptcy assets of China Jiangnan Aerospace Industry Group Corporation (中國江南航天工業集團公司) (including 168,900 shares of the Company).
		Wenzhou Electric Power Industry Corporation (溫州電力實業總公司) transferred its 5 million shares to Changtai Holding Group Co., Ltd. (昌泰控股集團有限公司), by which Changtai Holding Group Co., Ltd. (昌泰控股集團有限公司) acquired Wenzhou Electric Power Industry Corporation (溫州電力實業總公司) and took over the shares originally held by Wenzhou Electric Power Industry Corporation (溫州電力實業總公司).
		Shangyu City Asset Management Co., Ltd. (上虞市資產經營有限責任公司) transferred its 1 million shares to Shangyu City Construction Development Co., Ltd. (上虞市建設發展有限公司) at a transfer price of 1.16 yuan per share.
		Gansu Electric Power Diversification (Group) Company (甘肅電力多種經營(集團)公司) transferred its 1 million shares to Gansu Electric Power Pearl Group Co., Ltd. (甘肅電力明珠集團有限公司) at a transfer price of 2.00 yuan per share.
2005	Document (2005) No. 79 of Pacific Insurance of “Report on the transfer of shares by four shareholders of the Company”	Fujian Import and Export Corporation of China Artex (中國抽紗福建進出口公司) transferred its 500,000 shares to Quanzhou Artex Factory of Fujian Import and Export Company (福建進出口公司泉州抽紗廠) at a transfer price of 1.16 yuan per share.
		Chengde City Yuhuashidai Technology Trading Company (承德市裕華時代科貿公司) transferred its 300,000 shares to Shanghai Guoxin Investment and Development Co., Ltd. (上海國鑫投資發展有限公司) at a transfer price of 1.55 yuan per share.
		China Tobacco Corporation Yunnan Branch (中國煙草總公司雲南省公司) transferred its 5 million shares to Xingyun Investment Co., Ltd of Yunnan Tobacco (雲南煙草興雲投資股份有限公司).
		Hebei Xinglong Hawthorn Group Company (河北興隆山楂集團公司) transferred its 300,000 shares to Hebei Province Xinglong County Credit Cooperatives Association (河北省興隆縣信用合作社聯合社) at a transfer price of 1.67 yuan per share.

Year	Official document	Description of changes in shares
2005	Document (2005) No. 148 of Pacific Insurance of “Report on the transfer of shares by five shareholders of the Company”	Shanghai Haixiang Property Co., Ltd. (上海海翔物業有限公司) transferred its 500,000 shares to Shanghai Wanke Industrial Co., Ltd. (上海萬可實業有限公司) at a transfer price of 1.40 yuan per share.
		Kunshan Xinda Accounting Services Limited (昆山市信達會計專業服務有限公司) transferred its 3 million shares to Kunshan City Industrial Assets Management Co., Ltd. (昆山市工業資產經營有限責任公司) at a transfer price of 1.34 yuan per share.
		Zhenjiang Titanium Dioxide Co., Ltd. (鎮江鈦白粉股份有限公司) transferred its 500,000 shares to Jiangsu Taibai Group Co., Ltd. (江蘇太白集團有限公司) at a transfer price of 1.18 yuan per share.
		1 million shares held by Lanzhou Refining and Chemical Plant of PetroChina (中國石油蘭州煉油化工總廠) and 1 million shares held by Lanzhou Chemical Industry Company of PetroChina (中國石油蘭州化學工業公司) were transferred to Lanzhou Petrochemical Company of PetroChina (中國石油蘭州石油化工公司) at a transfer price of 1.16 yuan per share.
		Xiamen Jinlu Economic Development Corporation (廈門金鹿經濟建設發展公司) transferred its 500,000 shares to FAW Finance Limited (一汽財務有限公司) at a transfer price of 1.80 yuan per share.
2006	Document (2006) No. 45 of Pacific Insurance of “Report on Transfer of Shares by and Renaming of Shareholders of the Company”	Jiangsu Tianqing Pharmaceutical Factory (江蘇天晴製藥總廠) transferred its 300,000 shares to Jiangsu Nongken Group Corporation (江蘇農墾集團公司) at nil consideration.
		Guangdong Zengcheng Automotive Industry Development Corporation (廣東省增城市汽車工業發展總公司) transferred its 3 million shares to Shenzhen Jinghong Investment and Development Co., Ltd. (深圳市景鴻投資發展有限公司) at a transfer price of 1.473 yuan per share.
		Zhongfang Group Zigong Real Estate Development Co., Ltd. (中房集團自貢房地產綜合開發有限公司) transferred its 300,000 shares to Shenzhen Tongqian Investment Co., Ltd. (深圳市通乾投資股份有限公司) at a transfer price of 1.40 yuan per share.

Year	Official document	Description of changes in shares
		<p>Xiamen Post Property Management Co., Ltd. (廈門郵政物業管理有限公司) transferred its 2.788 million shares to Buffett Investment Co., Ltd. (巴菲特投資有限公司) at a transfer price of 1.70 yuan per share.</p> <p>Chengde Huafeng Commerce Service Company (承德華峰商貿服務公司) transferred its 900,000 shares to Dalian Ellen Information Consulting Co., Ltd. (大連愛倫信息諮詢有限公司) at a transfer price of 1.80 yuan per share.</p> <p>Zheng Mao Group Co., Ltd. (正茂集團有限責任公司) transferred its 300,000 shares to Zhenjiang China Shipbuilding Equipment Co., Ltd. (鎮江中船設備有限公司) at a transfer price of 1.16 yuan per share.</p> <p>Huainan Wan Huai Chemical Plant (淮南市皖淮化工廠) transferred its 500,000 shares to Shanghai Yi Mu Food Technology Co., Ltd. (上海伊牧食品科技有限公司) at a transfer price of 1.80 yuan per share.</p>
2006	Document (2006) No. 151 of Pacific Insurance of “Report on Transfer of Shares by and Renaming of Shareholders of the Company”	<p>Liaoyuan Water Company (遼源自來水公司) transferred its 1 million shares to Shanghai Xin Qi Industrial Co., Ltd. (上海信琪實業有限公司) at a transfer price of 1.26 yuan per share.</p> <p>Hefei Foreign Trade Company (合肥對外貿易公司) transferred its 500,000 shares to Shanghai Lin Hua Investment Consulting Co., Ltd (上海林華投資諮詢有限公司) at a transfer price of 1.50 yuan per share.</p> <p>Anhui Huaguang Glass Group Co., Ltd. (安徽華光玻璃集團有限公司) transferred its 5 million shares to Hwabao Trust & Investment Co., Ltd. (華寶信託投資有限責任公司) at a transfer price of 1.80 yuan per share.</p> <p>Shanghai Zhuzong (Group) Corporation (上海住總(集團)總公司) transferred its 10 million shares to Nanjing Changjiang Investment Industry Co., Ltd. (南京長江投資產業有限責任公司) at a transfer price of 1.57 yuan per share.</p> <p>10 million shares held by Shanghai Yibai (Group) Co., Ltd. (上海一百(集團)有限公司) and 5 million shares held by Hualian (Group) Co., Ltd. (華聯(集團)有限公司) were transferred to Bailian (Group) Co., Ltd. (百聯集團有限公司) at a transfer price of 1.248 yuan per share.</p>

Year	Official document	Description of changes in shares
		<p>Jiangsu Chuanshan Group Co., Ltd. (江蘇船山集團有限責任公司) transferred its 1 million shares to Hwabao Trust & Investment Co., Ltd. (華寶信託投資有限責任公司) at a transfer price of 1.80 yuan per share.</p>
		<p>Jiangxi HopeDa Group Corporation Ltd. (江西洪大(集團)股份有限公司) transferred its 5 million shares to Hwabao Trust & Investment Co., Ltd. (華寶信託投資有限責任公司) at a transfer price of 1.80 yuan per share.</p>
		<p>Xinjiang Uygur Autonomous Region Investment Company (新疆維吾爾自治區投資公司) transferred its 5 million shares to Hwabao Trust & Investment Co., Ltd. (華寶信託投資有限責任公司) at a transfer price of 1.85 yuan per share.</p>
		<p>Jilin Liaoyuan Yadong Pharmaceutical Co., Ltd. (吉林省遼源市亞東藥業股份有限公司) transferred its 1.65 million shares to Liaoyuan Liaohe Textile Co., Ltd. (遼源遼河紡織有限責任公司) at a transfer price of 1.00 yuan per share.</p>
		<p>China Orient Asset Management Co. Ltd. (中國東方資產管理公司) transferred its 300,000 shares to Hangzhou Wogu Investment Management Co., Ltd. (杭州沃古投資管理有限公司).</p>
		<p>Huangshi Local Railway Company (黃石市地方鐵路公司) transferred its 900,000 shares to Huangshi Local Railway Construction Management Office (黃石市地方鐵路建設管理處).</p>
		<p>2 million shares held by Shanghai Municipal Electric Power Company (上海市電力公司), 5 million shares held by Shanxi Electric Power Company (陝西省電力公司), 6.5 million shares held by Gansu Electric Power Company (甘肅省電力公司) and 990,000 shares held by Jiangxia Hydropower Engineering Company (江夏水電工程公司) were transferred to State Grid Corporation of China (國家電網公司).</p>
		<p>Shanghai Xin Qi Industrial Co., Ltd. (上海信琪實業有限公司) transferred its 1 million shares to Shanghai International Trust & Investment Co., Ltd. (上海國際信託投資有限公司).</p>
		<p>Kunming Cigarette Factory (昆明捲煙廠) transferred its 5 million shares to Hongyun Tobacco (Group) Co., Ltd. (紅雲煙草(集團)有限責任公司) at nil consideration.</p>

Year	Official document	Description of changes in shares
2007	Document (2007) No. 11 of Pacific Insurance of “Report on Transfer of Shares by and Renaming of Shareholders of the Company”	Yunnan Tobacco Cigarette Sales Company (雲南省煙草捲煙銷售公司) transferred its 5 million shares to Yunnan Tobacco Industrial Company (雲南省煙草實業公司) at nil consideration.
		Yunnan Textile (Group) Co., Ltd. (雲南紡織(集團)股份有限公司) transferred its 5 million shares to Buffett Investment Co., Ltd. (巴菲特投資有限公司) at a transfer price of 2.53 yuan per share.
		China Ocean Shipping Agency (Dalian) Co., Ltd. (中國大連外輪代理有限公司) transferred its 5 million shares to Beijing Futaihua Investment Management Co., Ltd. (北京富泰華投資管理有限公司) at a transfer price of 2.0 yuan per share.
		Jilin Huarun Biochemical Co., Ltd. (吉林華潤生化股份有限公司) transferred its 1 million shares to Shenzhen Ya Mao Investment Co., Ltd. (深圳市亞貿投資股份有限公司) at a transfer price of 1.91 yuan per share.
		Jiangsu Taibai Group Co., Ltd. (江蘇太白集團有限公司) transferred its 500,000 shares to Hwabao Trust & Investment Co., Ltd. (華寶信託投資有限責任公司) at a transfer price of 1.46 yuan per share.
		Sinopec Group Beijing Petroleum Co., Ltd. (中國石化集團北京石油有限責任公司) Sinopec Group Beijing Yanshan PetrolChemical Co., Ltd. (中國石化集團北京燕山石油化工有限公司) Sinopec Sichuan Vinylon Works (中國石化集團四川維尼綸廠) Sinopec Group Yangzi Petrochemical Co., Ltd. (中國石化集團揚子石油化工有限公司) and Sinopec Group Jinling Petrochemical Co., Ltd. (中國石化集團金陵石油化工有限公司) transferred 5 million Shares, 5 million shares, 5 million shares, 5 million shares, and 10 million shares to Sinopec Finance Co., Ltd. (中國石化財務有限責任公司) respectively, each at a transfer price of 1.46 yuan per share.
Panzhihua Pacific Real Estate Development Company (攀枝花太平洋房地產綜合開發公司) transferred its 300,000 shares to Hwabao Trust & Investment Co., Ltd. (華寶信託投資有限責任公司) at a transfer price of 1.80 yuan per share.		

Year	Official document	Description of changes in shares
		<p>Shanghai Post Office (上海市郵政局) transferred its 3.715 million shares to Beijing Futaihua Investment Management Co., Ltd. (北京富泰華投資管理有限公司) at a transfer price of 1.82 yuan per share.</p> <p>Zigong High Pressure Valve Co., Ltd. (自貢高壓閥門股份有限公司) transferred its 250,000 shares to Shenzhen Tongqian Investment Co., Ltd. (深圳市通乾投資股份有限公司) Chengdu Tianxiang Real Estate Group Co., Ltd. (成都天祥房地產集團有限公司) at a transfer price is 1.49 yuan per share.</p> <p>Xiamen Ben Ma Industrial Corporation (廈門奔馬實業總公司) transferred its 1 million shares to Xiamen Haide Company Ltd. (廈門海德有限公司) at nil consideration.</p> <p>Qingdao Qi Fa Investment Co., Ltd. (青島市企發投資有限公司) transferred its 4 million shares to Beijing International Trust and Investment Co., Ltd. (北京國際信託投資有限公司) at a transfer price of 1.76 yuan per share.</p>
2007	Document (2007) No. 62 of Pacific Insurance of “Report on Transfer of Shares by and Renaming of Shareholders of the Company”	<p>Shanghai XiangShan Industries Co., Ltd. (上海翔山實業有限責任公司) transferred its 500,000 shares to Shanghai Shun Nuo Business Consulting Co., Ltd. (上海舜諾商務諮詢有限公司) at a transfer price of 4.80 yuan per share.</p> <p>Dalian Ellen Information Consulting Co., Ltd. (大連愛倫信息諮詢有限公司) transferred its 300,000 shares to Shanghai Shun Nuo Business Consulting Co., Ltd. (上海舜諾商務諮詢有限公司) at a transfer price of 3.20 yuan per share.</p> <p>Xinjiang Construction & Engineering Group No.1 Construction Engineering Co., Ltd. (新疆建工集團第一建築工程有限責任公司) transferred its 2 million shares to Shanghai International Trust & Investment Co., Ltd. (上海國際信託投資有限公司) at a transfer price of 4.80 yuan per share.</p> <p>Yunnan Tobacco Storage and Transportation Company (雲南省煙草儲運公司) transferred its 10 million shares to Yunnan Tobacco Materials (Group) Co., Ltd. (雲南中煙物資(集團)有限責任公司) at nil consideration.</p>

Year	Official document	Description of changes in shares
		<p>Gansu Electric Pearl Group Co., Ltd. (甘肅電力明珠集團有限公司) transferred its 1 million shares to Shenzhen Tongqian Investment Co., Ltd. (深圳市通乾投資股份有限公司) at a transfer price of 3.20 yuan per share.</p> <p>Hangzhou Wogu Investment Management Co., Ltd. (杭州沃古投資管理有限公司) transferred its 150,000 shares to Shenzhen Tongqian Investment Co., Ltd. (深圳市通乾投資股份有限公司) at a transfer price of 1.60 yuan per share.</p> <p>Xinglong County Rural Credit Cooperatives Association (興隆縣農村信用合作社聯合社) transferred its 300,000 shares to Shanghai Shun Nuo Business Consulting Co., Ltd. (上海舜諾商務諮詢有限公司) at a transfer price of 4.50 yuan per share.</p> <p>Sichuan Tranvic Group Co., Ltd (四川省川威集團有限公司) transferred its 300,000 shares to Shanghai Shun Nuo Business Consulting Co., Ltd. (上海舜諾商務諮詢有限公司) at a transfer price of 4.50 yuan per share.</p> <p>Xinjiang Yuan Chen Accounting Firm Ltd. (新疆苑琛有限責任會計師事務所) transferred its 500,000 shares to Shenzhen Yinxinbao Investment Development Co., Ltd. (深圳市銀信寶投資發展有限公司) at a transfer price of 6.10 yuan per share.</p>
2007	Document (2007) No. 94 of Pacific Insurance of “Report on Transfer of Shares by and Renaming of Shareholders of the Company”	<p>Yuyao School-run Enterprises Corp. (余姚市校辦企業總公司) transferred its 500,000 shares to Shanghai Changtai Investment and Development Co., Ltd. (上海昌泰投資發展有限公司) at a transfer price of 3.50 yuan per share.</p> <p>China Tobacco Yunnan Import and Export Co., Ltd. (中國煙草雲南進出口有限公司) transferred its 5 million shares to Yunnan Tobacco Industrial Company (雲南省煙草實業公司) at nil consideration.</p>

Year	Official document	Description of changes in shares
		<p>Dalian Shide Group Co., Ltd. (大連實德集團有限公司) transferred its 100 million shares to Kingkey Group Co., Ltd. (京基集團有限公司) at a transfer price of 9.00 yuan per share; 10 million shares to Zhejiang Lehao Furniture Co., Ltd. (浙江利豪家具有限公司) at a transfer price of 9.60 yuan per share; 5 million shares to Qitaihe Deli Power Co., Ltd. (七台河德利電力有限公司) at a transfer price of 10.50 yuan per share; 50 million shares to Shenzhen San Jiu Guo Yu Development Co., Ltd. (深圳市三九國裕發展有限公司) at a transfer price of 9.00 yuan per share; 5 million shares to MIZUDA Group Co., Ltd. (美欣達集團有限公司) at a transfer price of 10.00 yuan per share; 15 million shares to Shanghai Zendai Investment Management Co., Ltd. (上海證大投資管理有限公司) at a transfer price of 9.50 yuan per share; 5 million shares to Beijing You Xin Real Estate Development Co., Ltd. (北京有信房地產開發有限公司) at a transfer price of 9.80 yuan per share; 100 million shares to Yuan Trust Investment Co., Ltd. (源信行投資有限公司) at a transfer price of 8.35 yuan per share; 5 million shares to Hangzhou Fortune Industrial Co., Ltd. (杭州財富實業有限公司) at a transfer price of 9.50 yuan per share; 6 million shares to Anhui Anliang Guarantee Co., Ltd. (安徽安糧擔保有限公司) at a transfer price of 9.30 yuan per share; 15 million shares to Shanghai International Trust & Investment Co., Ltd. (上海國際信託投資有限公司) at a transfer price of 9.00 yuan per share; 5 million shares to Beijing Uniware Technology Co., Ltd. (北京大用科技有限責任公司) at a transfer price of 7.50 yuan per share; 53.335 million shares to Zhongrong International Trust and Investment Corporation (中融國際信託投資公司) at a transfer price of 4.27 yuan per share; 48.335 million shares to Shanghai Lu'an Investment Co., Ltd. (上海潞安投資有限公司) at a transfer price of 6.00 yuan per share; 4 million shares to Shanghai Fuying Investment Management Co., Ltd. (上海富盈投資管理有限公司) at a transfer price of 9.60 yuan per share.</p> <p>Beijing Futaihua Investment Management Co., Ltd. (北京富泰華投資管理有限公司) transferred its 5 million shares and 3.715 million shares to Shanghai Greenwoods Asset Management Co., Ltd. (上海景林資產管理有限公司) and Shanghai International Trust & Investment Co., Ltd. (上海國際信託投資有限公司) respectively, both at a transfer price of 4.30 yuan per share.</p>

Year	Official document	Description of changes in shares
2007	Document (2007) No. 157 of Pacific Insurance of “Report on Transfer of Shares by and Renaming of Shareholders of the Company”	Anhui Huainan Tianjia’ an National Grain Depot (安徽淮南田家庵國家糧食庫) transferred its 300,000 shares to Shanghai Shun Nuo Business Consulting Co., Ltd. (上海舜諾商務諮詢有限公司) at a transfer price of 5.30 yuan per share.
		Shandong Dacheng Pesticide Co., Ltd. (山東大成農藥股份有限公司) transferred its 2 million shares to Beijing International Trust and Investment Co., Ltd. (北京國際信託投資有限公司) at a transfer price of 6.10 yuan per share.
		Jiangsu State-owned Assets Operation (Holdings) Co., Ltd. (江蘇省國有資產經營(控股)有限公司) transferred its 10 million shares to Jiangsu Guoxin Asset Management Co., Ltd. (江蘇省國信資產管理有限公司) by which Jiangsu Guoxin Group (江蘇國信集團) acquired Jiangsu State-owned Assets Operation (Holdings) Co., Ltd. and took over the shares of our Company originally held by Jiangsu Guoxin Group.
		Lianyungang Zhongtianxin Financial & Accounting Services Ltd. (連雲港眾天信財會服務有限公司) transferred its 150,000 shares to Hwabao Trust & Investment Co., Ltd. (華寶信託投資有限責任公司) at a transfer price of 4.50 yuan per share.
		Xiamen Airlines Co., Ltd. (廈門航空有限公司) transferred its 10 million shares to the Shanghai International Trust & Investment Co., Ltd. (上海國際信託投資有限公司) at a transfer price of 11.8 yuan per share.
		Leping City Financial Information Engineering Co., Ltd. (樂平市金財信息工程有限公司) transferred its 2 million shares to Fortune Trust & Investment Co., Ltd. (華寶信託投資有限責任公司) at a transfer price of 9.50 yuan per share.
		Lianyungang Asset Development and Investment Company (連雲港市資產開發投資公司) transferred its 2.3 million shares to Shanghai Fuying Investment Management Co., Ltd. (上海富盈投資管理有限公司) at a transfer price of 5.80 yuan per share.

Year	Official document	Description of changes in shares
2007	Document (2007) No. 178 of Pacific Insurance of “Report on Transfer of Shares by and Renaming of Shareholders of the Company”	Nanjing Changjiang Investment Industry Co., Ltd. (南京長江投資產業有限責任公司) transferred its 10 million shares to Nanjing Changjiang Development Co., Ltd. (南京長江發展股份有限公司) at a transfer price of 10.00 yuan per share.
		Zhongrong International Trust and Investment Co., Ltd. (中融國際信託投資有限公司) transferred its 50 million shares to Zhengzhou Yutong Bus Co., Ltd. (鄭州宇通集團有限公司) at a transfer price of 11.50 yuan per share.
		Jiangsu Girls Spring Group Company (江蘇少女之春集團公司) transferred its 1.5 million shares to Pizhou Sun City Real Estate Co., Ltd. (邳州市太陽城置業有限公司) at a transfer price of 4.50 yuan per share.
		Shanghai Shun Nuo Business Consulting Co., Ltd. (上海舜諾商務諮詢有限公司) transferred its 210,000 shares to Shanghai Juyin Software Technology Co., Ltd. (上海鉅銀軟件技術有限公司) at a transfer price of 4.70 yuan per share; 100,000 shares to Dalian Ellen Information Consulting Co., Ltd. (大連愛倫信息諮詢有限公司) at a transfer price of 3.20 yuan per share.
		Shanghai International Trust & Investment Co., Ltd. (上海國際信託投資有限公司) transferred 3.715 million shares to Shanghai Junzhi’ en Investment Management Co., Ltd. (上海君知恩投資管理有限公司) at a transfer price of 4.30 yuan per share; 560,000 shares to Nantong Jinlan Industry and Trade Co., Ltd. (南通市金瀾工貿有限公司) at a transfer price of 8.00 yuan per share; 15 million shares to Shanghai Jundong Clothing Co., Ltd. (上海君東服飾有限公司) at a transfer price of 9.00 yuan per share; 10 million shares to Shanghai Tiandi Technology Investment Development Co., Ltd. (上海天迪科技投資發展有限公司) at a transfer price of 11.80 yuan per share; 1.44 million shares to Shanghai Maiqiu Investment Management Co., Ltd. (上海麥秋投資管理有限公司) at a transfer price For 26.38 yuan per share; 1 million shares to Shanghai Huayu Investment Consulting Co., Ltd (上海華毓投資諮詢有限公司) at a transfer price of 28.00 yuan per share.

Year	Official document	Description of changes in shares
		Karamay Dushanzi Kesiyuan Petrochemical Co., Ltd. (克拉瑪依市獨山子科思源石化有限公司) transferred its 5 million shares to the Shanghai Zendai Investment Management Co., Ltd. (上海證大投資管理有限公司) at a transfer price of 26.38 yuan per share.
		Henan Jinxing Brewery (河南金星啤酒廠) transferred its 500,000 shares to Henan Jinxing Group Investment Co., Ltd. (河南金星啤酒集團投資有限公司) at a transfer price of 7.50 yuan per share.
		Liaoyang Financial Securities Company (遼陽財政證券公司) transferred its 1.8 million shares to Liaoyang Caifa Guarantee Center (遼陽財發擔保中心) at nil consideration.
		Beijing International Trust and Investment Co., Ltd. (北京國際信託投資有限公司) transferred its 2 million shares to Beijing Gongxiang Zhichuang Investment Consultants Ltd. (北京共享智創投資顧問有限公司) at a transfer price of 9.80 yuan per share.

Note: Pursuant to the Rules on the Administration of Insurance Companies (《保險公司管理規定》) which came into effect on June 15, 2004, and the Rules of the China Insurance Regulatory Commission for the Implementation of Administrative Licensing Matters (《中國保監會行政許可事項實施規程》) that came into effect since July 7, 2004 and has been revised on 28 March 2005 and 5 July 2007, changing shareholders holding less than 10% of the shares of an insurance company do not need to seek approval from but still need to be filed with the China Insurance Regulatory Commission.

- (2) Upon issue and listing of A shares, previous changes involved 5% or more of equity interests in the Company (including changes of Shareholder names) and related approval or registration are set out below:

Time	Approval or Registration	Explanation of change in shareholding
2012	Bao Jian Fa Gai [2012] No. 112 of China Insurance Regulatory Commission	Shanghai Tobacco Package Printing Co., Ltd. (上海煙草包裝印刷有限公司) transferred its 47,124,930 shares to Shanghai Haiyan Investment Management Co., Ltd (上海海煙投資管理有限公司). Upon this transfer, Shanghai Haiyan Investment Management Co., Ltd (上海海煙投資管理有限公司) held 468,828,104 shares of the Company, while Shanghai Tobacco Package Printing Co., LTD (上海煙草包裝印刷有限公司) ceased to hold any share of the Company.