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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Pacific Insurance (Group) Co., Ltd. (the “**Company**”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國太平洋保險(集團)股份有限公司

CHINA PACIFIC INSURANCE (GROUP) CO., LTD.

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

(Stock Code: 02601)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

This supplemental circular should be read in conjunction with the circular of the Company dated 7 May 2024 (the “**Original Circular**”). The 2023 AGM of the Company is to be held as originally scheduled at Pacific Insurance Finance Building, No. 199 Tianfu 3rd Street, Chengdu at 2:00 p.m. on Thursday, 6 June 2024.

The supplemental notice of the annual general meeting dated 22 May 2024 (the “**Supplemental Notice of the Annual General Meeting**”) is set out on pages 23 to 26 of this supplemental circular and a revised proxy form which contains the additional special resolution to be proposed at the AGM is also enclosed herewith.

The additional resolution will be proposed at the AGM, particulars of which are set out in this supplemental circular. A revised proxy form for use at the AGM is enclosed and is also published on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the website of the Company (www.cpic.com.cn). The original proxy form attached to the Original Circular is superseded by the revised proxy form enclosed herewith. If you wish to appoint a proxy to attend the AGM, you are requested to complete and return the enclosed revised proxy form in accordance with the instructions printed thereon. For holders of H Shares, the revised proxy form should be returned to Computershare Hong Kong Investor Services Limited, in any event served in hand or by post not less than 24 hours before the time stipulated for convening the AGM (i.e. before 2:00 p.m. on Wednesday, 5 June 2024) or any adjourned meeting thereof. Completion and return of the revised proxy form will not preclude you from attending and voting at the AGM or at any adjourned meeting thereof in person if you so wish.

22 May 2024

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company for the year 2023 to be held at Pacific Insurance Finance Building, No. 199 Tianfu 3rd Street, Chengdu at 2:00 p.m. on Thursday, 6 June 2024
“Articles of Association”	the articles of association of the Company, as amended from time to time
“A Share(s)”	domestic share(s) of RMB1.00 each in the share capital of the Company which are listed on the SSE and traded in RMB
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“CBIRC”	Former China Banking and Insurance Regulatory Commission
“Company”	China Pacific Insurance (Group) Co., Ltd., a joint stock company incorporated in the PRC with limited liability
“Company Law”	The Company Law of the People’s Republic of China
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“H Share(s)”	overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars

DEFINITIONS

“Independent Director(s)” or “Independent Non-executive Director(s)”	independent non-executive Director(s) of the Company
“NFRA”	the National Financial Regulatory Administration
“Non-executive Director(s)”	non-executive Director(s) of the Company
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China, and Taiwan region
“RMB” or “Yuan”	the lawful currency of the PRC
“Share(s)”	A Share(s) and H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares of the Company
“SSE”	Shanghai Stock Exchange
“Stock Exchange” or “HKSE”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company

Note: If there is any inconsistency between the Chinese and English versions of this circular, the Chinese version shall prevail.

LETTER FROM THE BOARD



中國太平洋保險(集團)股份有限公司
CHINA PACIFIC INSURANCE (GROUP) CO., LTD.
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02601)

Executive Director and Chairman:

Mr. FU Fan

Executive Director and President:

Mr. ZHAO Yonggang

Non-executive Directors:

Mr. HUANG Dinan

Mr. WANG Tayu

Mr. CHEN Ran

Mr. ZHOU Donghui

Ms. LU Qiaoling

Mr. John Robert DACEY

Registered Office:

1 South Zhongshan Road

Huangpu District

Shanghai 200010

The PRC

Place of Business in Hong Kong:

Suite 4301, 43/F., Central Plaza

18 Harbour Road, Wanchai, Hong Kong

Independent Non-executive Directors:

Ms. LIU Xiaodan

Ms. LAM Tyng Yih, Elizabeth

Ms. LO Yuen Man, Elaine

Mr. CHIN Hung I David

Mr. JIANG Xuping

Hong Kong, 22 May 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

Reference is made to the Original Circular of the Company dated 7 May 2024. The 2023 AGM will be held at Pacific Insurance Finance Building, No. 199 Tianfu 3rd Street, Chengdu at 2:00 p.m. on Thursday, 6 June 2024.

The purpose of this supplemental circular is to provide you with information regarding the additional special resolution at the AGM to amend the Articles of Association to enable you to make an informed decision on whether to vote for or against the resolution at the AGM, and to give you a Supplemental Notice of the Annual General Meeting, which is set out on pages 23 to 26 of this supplemental circular.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Shenergy (Group) Company Limited (申能(集團)有限公司), as a Shareholder of the Company, thereby submits the proposed amendments to the Articles of Association (as defined and with details of amendments set out in Appendix I to this circular) to the AGM for consideration, and for granting an authorization to the chairman or his authorized person(s) to make such revisions to the proposed amendments to the Articles of Association as he deems necessary and appropriate in accordance with the requirements of regulatory authorities during the Company's approval process for the amended Articles of Association. The amendments to the Articles of Association shall take effect after obtaining the approval from the regulatory authorities.

LETTER FROM THE BOARD

3. SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING AND THE REVISED PROXY FORM

Since the Original AGM Notice as set out in the Original Circular and the Original Proxy Form do not contain the proposed special resolution in relation to the proposed amendments to the Articles of Association, a Supplemental Notice of the Annual General Meeting has been set out on pages 23 to 26 of this supplemental circular, and a Revised Proxy Form has been prepared and is enclosed with this supplemental circular. The Supplemental Notice of the Annual General Meeting and the Revised Proxy Form are also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (www.cpic.com.cn).

For holders of H Shares, the Revised Proxy Form should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, in any event served in hand or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof.

If you have appointed or intend to appoint proxies to attend the AGM, you are requested to pay particular attention to the special arrangements set out herein.

(1) If you have not lodged the Original Proxy Form with the Company's H Share Registrar and you intend to appoint proxies to attend the AGM, you shall note that:

You should lodge the Revised Proxy Form with the Company's H Share Registrar instead of the Original Proxy Form.

(2) If you have already lodged the Original Proxy Form with the Company's H Share Registrar, you shall note that:

- (a) If no Revised Proxy Form is lodged with the Company's H Share Registrar prior to the Closing Time or the Revised Proxy Form is not correctly completed, the Original Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the AGM and the additional resolution as set out in the Supplemental Notice of the Annual General Meeting and in the Revised Proxy Form, other than those referred to in the Original AGM Notice and the Original Proxy Form.
- (b) If the Revised Proxy Form is lodged with the Company's H Share Registrar prior to the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by you if correctly completed. The Revised Proxy Form will be treated as a valid proxy form lodged by you.

LETTER FROM THE BOARD

- (c) If the Revised Proxy Form is lodged with the Company's H Share Registrar after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, you are advised not to lodge the Revised Proxy Form after the Closing Time. If you wish to vote at the AGM, you will have to attend in person and vote at the AGM yourself.

You are reminded that completion and delivery of the Original Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof, and in such event, such form of proxy shall be deemed to be revoked.

4. VOTING BY POLL

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand a vote by poll in relation to all the proposed resolutions at the AGM in accordance with the requirements of Article 92 of the Articles of Association.

5. RECOMMENDATION

The Board of Directors considers that the additional special resolution to be proposed at the AGM is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board of Directors recommends that the Shareholders vote in favour of the additional special resolution to be proposed at the AGM.

By Order of the Board of Directors
China Pacific Insurance (Group) Co., Ltd.
FU Fan
Chairman

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Proposed Amendments to the Articles of Association are as follows:

Original Articles					Amended Articles				
Record of Preparation of and Amendments to the Articles of Association					Record of Preparation of and Amendments to the Articles of Association				
1	Preparation of the Articles	25 April 1991	The first meeting of the first Board of Directors of China Pacific Insurance Company	Approval of the Establishment of China Pacific Insurance Company (Yin Fu [1991] No. 149)	1	Preparation of the Articles	25 April 1991	The first meeting of the first Board of Directors of China Pacific Insurance Company	Approval of the Establishment of China Pacific Insurance Company (Yin Fu [1991] No. 149)
.....								
23	The 22nd amendment	8 June 2022	The Annual General Meeting of China Pacific Insurance (Group) Co., Ltd. for 2021	Approval by CBIRC of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. Yin Bao Jian Fu (2022) No. 542	23	The 22nd amendment	8 June 2022	The Annual General Meeting of China Pacific Insurance (Group) Co., Ltd. for 2021	Approval by CBIRC of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. Yin Bao Jian Fu (2022) No. 542
					<u>24</u>	<u>The 23rd amendment</u>	<u>29 February 2024</u>	<u>T h e f i r s t Extraordinary General Meeting of China Pacific Insurance (Group) Co., Ltd. for 2024</u>	<u>Approval by NFRA of the Amendments to the Articles of Association of China Pacific Insurance (Group) Co., Ltd. (Jin Fu [2024] No. 312)</u>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 97 If a single Shareholder (together with its related Shareholders 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 cumulative voting system.</p> <p>The said cumulative voting system means that, when at least 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 Shareholders can vote by concentrating the number of voting rights held by them. Whether a candidate for Director or Supervisor is elected shall be determined according to the number of votes, provided that the total number of votes obtained by an elected Director or Supervisor shall exceed one-half of the total number of voting rights (on a non-cumulative basis) held by all Shareholders attending the Shareholders’ General Meeting.</p>	<p>Article 97 If a single Shareholder (together with its related Shareholders 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 cumulative voting system.</p> <p><u>Where two or more independent Directors are to be elected at the Shareholders’ General Meeting of the Company, a cumulative voting system shall be adopted. The votes of minority Shareholders shall be counted and disclosed separately.</u></p> <p>The said cumulative voting system <u>as referred to in the preceding two paragraphs</u> means that, when at least 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 Shareholders can vote by concentrating the number of voting rights held by them. Whether a candidate for Director or Supervisor is elected shall be determined according to the number of votes, provided that the total number of votes obtained by an elected Director or Supervisor shall exceed one-half of the total number of voting rights (on a non-cumulative basis) held by all Shareholders attending the Shareholders’ General Meeting.</p>
<p>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 shall 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 explain the relevant issues in a timely fashion.</p>	<p>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 shall 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 explain the relevant issues in a timely fashion.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 126 The Board shall establish a Strategic and Investment Decision-Making & ESG Committee, an Audit and Related Party Transaction Control Committee, a Nomination and Remuneration Committee, a Risk Management Committee, a Technological Innovation and Consumer Rights Protection Committee and other special committees, as necessary. The special committees shall comprise Directors only and shall carry out their work as authorized by the Board, and shall be accountable to the Board, and the resolution shall be submitted to the Board for consideration and decision. The rules of procedure and the duties and responsibilities of each committee shall be formulated by the Board.</p> <p>The Board’s Strategic and Investment Decision-Making & ESG Committee shall be composed of at least three Directors and be chaired by the Company’s Chairman of Board.</p> <p>The Board’s Audit and Related Party Transaction Control Committee shall be composed of at least three non-executive Directors, majority of its members shall be independent Directors, and the independent Director who has expertise background of accounting shall act as chairman of the Audit and Related Party Transaction Control Committee. The Audit and Related Party Transaction Control Committee’s members shall possess professional knowledge and work experience in any areas of finance, auditing, accounting, law, etc. as appropriate to their duties and at least one of the independent Directors among them shall be a financial, accounting, legal or auditing professional or have more than five years of work experience in the area of finance, accounting or auditing.</p>	<p>Article 126 The Board shall establish a Strategic and Investment Decision-Making & ESG Committee, an Audit and Related Party Transaction Control Committee, a Nomination and Remuneration Committee, a Risk Management Committee, a Technological Innovation and Consumer Rights Protection Committee and other special committees, as necessary. The special committees shall comprise Directors only and shall carry out their work as authorized by the Board, and shall be accountable to the Board, and the resolution shall be submitted to the Board for consideration and decision. The rules of procedure and the duties and responsibilities of each committee shall be formulated by the Board.</p> <p>The Board’s Strategic and Investment Decision-Making & ESG Committee <u>shall be mainly responsible for researching the long-term development strategies, material investment decisions and the ESG governance of the Company and providing proposals, and carrying out work as authorized by the Board, and is accountable to the Board. The Board’s Strategic and Investment Decision-Making & ESG Committee</u> shall be composed of at least three Directors and be chaired by the Company’s Chairman of Board.</p> <p>The Board’s Audit and Related Party Transaction Control Committee shall <u>be mainly responsible for (1) the Company’s financial information and its disclosure and supervision, the communication, supervision and verification of the internal and external audit issues, and on behalf of the Board exercising the functions of supervising and inspecting the management in operating the business and in formulating and executing of the internal control system; (2) management, review and risk control of related party transactions, and carrying out work as authorized by the Board, and is accountable to the Board. The Board’s Audit and Related Party Transaction Control Committee shall</u> be composed of at least three non-executive Directors, majority of its members shall be independent Directors, and the independent Director who has expertise background of accounting shall act as chairman of the Audit and Related Party Transaction Control Committee. The Audit and Related Party Transaction Control Committee’s members shall possess professional knowledge and work experience in any areas of finance, auditing, accounting, law, etc. as appropriate to their duties and at least one of the independent Directors among them shall be a financial, accounting, legal or auditing professional or have more than five years of work experience in the area of finance, accounting or auditing.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>The Board’s Nomination and Remuneration Committee shall be composed of at least three non-executive Directors. The great majority of its members shall be independent Directors, and the chairman shall be an independent Director.</p> <p>The Board’s Risk Management Committee shall be composed of at least three Directors, and the Director who has the experience of risk management in insurance group or insurance company shall serve as chairman of the committee.</p> <p>The Board’s Technological Innovation and Consumer Rights Protection Committee shall comprise more than three Directors.</p>	<p>The Board’s Nomination and Remuneration Committee shall be <u>mainly responsible for formulating the criteria for appraising the performance of the Directors and senior management of the Company, and carrying out appraisals for Directors and senior management in accordance with the remuneration and performance management policies and system formulated by the Board; determining and examining the specific remuneration packages and performance of the Directors and senior management of the Company; formulating plans for identifying candidates, criteria and procedure for selecting, carrying out the selection and making recommendations for selecting the candidates for Directors and senior management of the Company; selecting and reviewing candidates for Directors and senior management and their qualifications for office, and carrying out work as authorized by the Board, and being accountable to the Board. The Board’s Nomination and Remuneration Committee shall be</u> composed of at least three non-executive Directors. The great majority of its members shall be independent Directors, and the chairman shall be an independent Director.</p> <p>The Board’s Risk Management Committee shall be <u>mainly responsible for identifying, evaluating and controlling risks in insurance operations to safeguard the safety of the Company’s operations and carrying out work as authorized by the Board, and being accountable to the Board. The Board’s Risk Management Committee shall be</u> composed of at least three Directors, and the Director who has the experience of risk management in insurance group or insurance company shall serve as chairman of the committee.</p> <p>The Board’s Technological Innovation and Consumer Rights Protection Committee <u>shall be mainly responsible for technological innovation development and consumer rights protection work of the Company and providing proposals, and carrying out work as authorized by the Board, and being accountable to the Board. The Board’s Technological Innovation and Consumer Rights Protection Committee</u> shall comprise more than three Directors.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 138 The independent Directors owe a duty of good faith and due diligence towards the Company and all Shareholders. The independent Directors shall, pursuant to the requirements of the relevant laws and regulations and the Articles of Association, earnestly perform their duties, protect the overall interests of the Company and all Shareholders and in particular, ensure that the legitimate rights and interests of insurance consumers and the minority Shareholders are not harmed.</p> <p>An independent Director shall ensure that he has sufficient time and energy to perform his duties in an effective manner, and may serve as an independent Director in not more than five domestic or overseas enterprises at the same time.</p>	<p>Article 138 The independent Directors owe a duty of good faith and due diligence towards the Company and all Shareholders. The independent Directors shall, pursuant to the requirements of the relevant laws and regulations and the Articles of Association, earnestly perform their duties, protect the overall interests of the Company and all Shareholders and in particular, ensure that the legitimate rights and interests of insurance consumers and the minority Shareholders are not harmed.</p> <p>An independent Director shall ensure that he has sufficient time and energy to perform his duties in an effective manner, and may serve as an independent Director in not more than five domestic or overseas enterprises at the same time, <u>with no more than three domestic listed companies.</u></p>
<p>Article 140 The independent Directors of the Company shall meet the following basic conditions:</p> <p>(1) having the qualifications required to serve as a director of a listed company, as provided for by laws, administrative regulations and other relevant regulations;</p> <p>(2) being independent;</p> <p>(3) having an undergraduate or higher education background or holding a bachelor's or higher degree;</p> <p>(4) having basic knowledge of the operations of listed companies and being conversant with the relevant laws, administrative regulations, ordinances and rules;</p> <p>(5) having not less than five years of work experience in management, financial affairs, accounting, finance, insurance, actuary work, investment, risk management, auditing, legal, economic or other such area, or of other work experience necessary for performing the duties of an independent director;</p> <p>(6) other conditions as prescribed by the laws and regulations, the NFRA, relevant regulators and the Articles of Association.</p>	<p>Article 140 The independent Directors of the Company shall meet the following basic conditions:</p> <p>(1) having the qualifications required to serve as a director of a listed company, as provided for by laws, administrative regulations and other relevant regulations;</p> <p>(2) being independent;</p> <p>(3) having an undergraduate or higher education background or holding a bachelor's or higher degree;</p> <p>(4) having basic knowledge of the operations of listed companies and being conversant with the relevant laws, administrative regulations, ordinances and rules;</p> <p>(5) having not less than five years of work experience in management, financial affairs, accounting, finance, insurance, actuary work, investment, risk management, auditing, legal, economic or other such area, or of other work experience necessary for performing the duties of an independent director;</p> <p><u>(6) having good personal morality and having no record in material dishonesty and other misconducts;</u></p> <p>(6) other conditions as prescribed by the laws and regulations, the NFRA, relevant regulators and the Articles of Association.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 141 The independent Directors must be independent. The following persons shall not serve as independent Directors:</p> <p>(1) persons who, during the most recent three years, have held a position with a Shareholder holding 5% or more of the Company’s shares, directly or indirectly, or with any Shareholder among the top ten Shareholders of the Company, and the close relatives and major social relations of such persons;</p> <p>for the purposes of this item, the term “Shareholder” includes a Shareholder’s controlling shareholders at all levels as traced back to each level, and their related parties and persons acting in concert with them, and the Shareholder’s subsidiaries.</p> <p>(2) persons who directly or indirectly hold 1% or more shares or with any shareholder among the natural persons Shareholders of top ten Shareholders of the Company, and the close relatives and major social relations of such persons;</p> <p>(3) persons who have held a position with the Company or an enterprise under its actual control during the most recent three years, and the close relatives and major social relations of such persons;</p> <p>(4) persons who have provided legal, audit, actuary, management consulting or other such services to the Company, its controlling Shareholders and their respective subsidiaries during the most recent two years;</p>	<p>Article 141 The independent Directors must be independent. The following persons shall not serve as independent Directors:</p> <p>(1) persons who, during the most recent three years, have held a position with a Shareholder holding 5% or more of the Company’s shares, directly or indirectly, or with any Shareholder among the top ten Shareholders of the Company, and the close relatives and major social relations of such persons;</p> <p>for the purposes of this item, the term “Shareholder” includes a Shareholder’s controlling shareholders at all levels as traced back to each level, and their related parties and persons acting in concert with them, and the Shareholder’s subsidiaries.</p> <p>(2) persons who directly or indirectly hold 1% or more shares or with any shareholder among the natural persons Shareholders of top ten Shareholders of the Company during the most recent three years, and the close relatives and major social relations <u>spouses, parents and children</u> of such persons;</p> <p>(3) persons who have held a position with the Company or an enterprise under its actual control subsidiaries during the most recent three years, and the close relatives and major social relations of such persons;</p> <p>(4) <u>persons who have held a position with the subsidiaries of controlling shareholders and de facto controllers of the Company and the spouses, parents and children of such persons during the most recent year;</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>(5) persons who, during the most recent two years, have served as partners, controlling shareholders or members of senior management of a bank, law firm, consultancy or auditing firm, etc. that does business with the Company, with any of its controlling shareholders or with any of their respective subsidiaries;</p>	<p><u>(5)</u> persons who have provided <u>financial</u>, legal, audit, actuary, <u>sponsor</u>, management consulting or other such services to the Company, its controlling Shareholders, <u>de facto controllers</u> and their respective subsidiaries, <u>including, but not limited to, all members of the project team of the intermediaries providing the services, reviewers at all levels, persons signing the report, partners, directors, senior management and chief responsible persons</u> during the most recent two years;</p>
<p>(6) persons who hold a position in another insurance institution with the same main line of business;</p>	<p><u>(56)</u> persons who, during the most recent two years, have served <u>in</u> as partners, controlling shareholders or members of senior management of a bank, law firm, consultancy or auditing firm, etc. that does business with the Company, with any of its controlling shareholders, <u>with de facto controllers</u> or with any of their respective subsidiaries, <u>or persons who work in entities with which they have business dealings and their</u> controlling shareholders <u>or de facto controller</u>;</p>
<p>(7) other persons who are identified by the NFRA as persons whose independent judgment may be affected;</p>	<p><u>(67)</u> persons who hold a position in another insurance institution with the same main line of business;</p>
<p>(8) any persons who fail to meet the independence requirements for independent Directors of the securities regulator of any of the places of listing;</p>	<p><u>(78)</u> other persons who are identified by the NFRA as persons whose independent judgment may be affected;</p>
<p>(9) other personnel as prescribed by laws, administrative regulations, departmental rules, etc.</p>	<p><u>(89)</u> any persons who fail to meet the independence requirements for independent Directors of the securities regulator of any of the places of listing;</p>
	<p><u>(910)</u> other personnel as prescribed by laws, administrative regulations, departmental rules, etc.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 142 The independent Directors shall be nominated in the following ways:</p> <p>(1) nomination by Shareholders who individually or jointly hold not less than one percent of the shares in the Company;</p> <p>(2) nomination by the Nomination and Remuneration Committee of the Board;</p> <p>(3) nomination by the Board of Supervisors;</p> <p>(4) other ways approved by the CSRC and the NFRA;</p> <p>(5) other ways stipulated by laws and regulations and regulatory requirements.</p> <p>.....</p>	<p>Article 142 The independent Directors shall be nominated in the following ways:</p> <p>(1) nomination by Shareholders who individually or jointly hold not less than one percent of the shares in the Company;</p> <p>(2) nomination by the Nomination and Remuneration Committee of the Board;</p> <p>(3) nomination by the Board of Supervisors;</p> <p>(4) other ways approved by the CSRC and the NFRA;</p> <p>(5) other ways stipulated by laws and regulations and regulatory requirements.</p> <p><u>An investor protection institution established in accordance with the law may publicly request Shareholders to entrust it to exercise the right to nominate independent Directors on their behalf.</u></p> <p><u>The nominator specified in the first paragraph shall not nominate individuals with interests or other closely related individuals who may be in a circumstance affecting their independent performance as independent Director candidates.</u></p> <p>.....</p>
<p>Article 143 The nominator of an independent Director shall seek the consent of the nominee before the nomination. The nominator shall find out the details of the nominee’s occupation, job title, educational qualifications, expertise, work experience, all part-time positions and previous performance of independent directorship duties, and obtain information on the nominee’s close relatives and major social relations, etc. The nominator shall give his written view on the nominee’s qualifications for independent directorship and the nominee’s independence. The nominee for independent directorship shall make a public statement as to the absence of any relationship between himself and the Company that could affect the independence and objectivity of his judgment.</p> <p>.....</p>	<p>Article 143 The nominator of an independent Director shall seek the consent of the nominee before the nomination. The nominator shall find out the details of the nominee’s occupation, job title, educational qualifications, expertise, work experience, all part-time positions and previous performance of independent directorship duties, any material dishonesty or other negative records and obtain information on the nominee’s close relatives and major social relations, etc. The nominator shall give his written view on the nominee’s qualifications for independent directorship and the nominee’s independence. The nominee for independent directorship shall make a public statement as to the absence of any relationship between himself and the Company that could affect the independence and objectivity of his judgment compliance with independence and other conditions for serving as an independent Director.</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 144 The term of office 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.</p> <p>If a circumstance affecting the independence of an independent Director arises during his term of office, the independent Director shall proactively declare the same to the Board and apply for recusal from voting. Upon the receipt of a personal declaration of an independent Director, the Board shall determine by meeting resolution whether the independent Director complies with the independence requirement. The independent Director shall resign voluntarily if the Board determines that he does not comply with the independence requirement.</p>	<p>Article 144 The term of office 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.</p> <p>If a circumstance affecting the independence of an independent Director arises during his term of office, the independent Director shall proactively declare the same to the Board and apply for recusal from voting. Upon the receipt of a personal declaration of an independent Director, the Board shall determine by meeting resolution whether the independent Director complies with the independence requirement. The independent Director shall resign voluntarily if the Board determines that he does not comply with the independence requirement.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 145 An independent Director shall personally attend Board meetings and the meetings of the special Board committees of which he is a member, and attend the Shareholders’ General Meetings as a non-voting attendee.</p> <p>If an independent Director is unable to attend a Board meeting in person for any reason, he shall entrust another independent Director by written proxy to attend the meeting on his behalf. If an independent Director fails to attend a Board meeting for three consecutive times, such failure will be deemed to be non-performance of his duties and the Company shall hold a Shareholders’ General Meeting within three months to remove the independent Director from office and elect a new independent Director. If an independent Director fails to attend two Board meetings in person in the course of one year, the Company shall issue a written reminder to him. If an independent Director is reminded two times during his term of office, he shall not be reappointed.</p> <p>If an independent Director who has lost his independence fails to resign voluntarily, or if an independent Director who shall not continue serving as an independent Director due to another reason (such as failing to fulfil his duty of due diligence) fails to resign voluntarily, a Shareholder, Director or Supervisor may submit to the Board a written proposal for his removal, accompanied by factual evidence. The Board shall consider the removal proposal and submit it to the Shareholders’ General Meeting for consideration. The independent Director proposed to be removed may present a defence or make a statement to the Board. The Company shall, at least 15 days prior to the scheduled date of the Shareholders’ General Meeting, notify the independent Director in writing of the reasons for his removal and of his relevant rights. The independent Director proposed to be removed is entitled to present a defence and make a statement at the Shareholders’ General Meeting before voting takes place.</p> <p>An independent Director shall not be removed before the expiry of his term of office except in circumstances as mentioned above or circumstances as specified in the Company Law in which a person shall not serve as a director. If an independent Director is removed early, the Company shall disclose the removal as a matter requiring special disclosure. A removed independent Director who considers his removal unjustified may make a public statement.</p>	<p>Article 145 An independent Director shall personally attend Board meetings and the meetings of the special Board committees of which he is a member, and attend the Shareholders’ General Meetings as a non-voting attendee.</p> <p>If an independent Director is unable to attend a Board meeting in person for any reason, he shall entrust another independent Director by written proxy to attend the meeting on his behalf. <u>If an independent Director fails to attend a Board meeting for two consecutive times, nor entrusts other independent Directors to attend on his behalf, such absence will be deemed as failure in performing his duties and the Board shall propose to convene a Shareholders’ General Meeting within thirty days from the date of the occurrence of such fact to remove the independent Director from office.</u> If an independent Director fails to attend a Board meeting for three consecutive times, such failure will be deemed to be non-performance of his duties and the Company shall hold a Shareholders’ General Meeting within three months to remove the independent Director from office and elect a new independent Director. If an independent Director fails to attend two Board meetings in person in the course of one year, the Company shall issue a written reminder to him. If an independent Director is reminded two times during his term of office, he shall not be reappointed.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
	<p><u>Article 146 When an independent Director loses the qualification to act as an independent Director of the Company or there are situations that affect the independence of an independent Director during his tenure, independent Director himself shall proactively report to the Board, apply for abstaining from voting, immediately cease to perform his duties and resign from his positions. After receiving a personal statement from an independent Director, the Board shall determine whether the independent Director is eligible to act as an independent Director or meets the independence requirements through a meeting resolution. If the Board determines that he does not satisfy the qualification to act as an independent Director of the Company or does not meet the requirements for independence, the independent Director shall voluntarily resign.</u></p> <p>If an independent Director who has lost his qualification or independence fails to resign voluntarily, or if an independent Director who shall not continue serving as an independent Director due to another reason (such as failing to fulfil his duty of due diligence) fails to resign voluntarily, a Shareholder, Director or Supervisor may submit to the Board a written proposal for his removal, accompanied by factual evidence. The Board shall consider the removal proposal and submit it to the Shareholders' General Meeting for consideration. The independent Director proposed to be removed may present a defence or make a statement to the Board. The Company shall, at least 15 days prior to the scheduled date of the Shareholders' General Meeting, notify the independent Director in writing of the reasons for his removal and of his relevant rights. The independent Director proposed to be removed is entitled to present a defence and make a statement at the Shareholders' General Meeting before voting takes place.</p> <p>An independent Director shall not be removed before the expiry of his term of office except in circumstances as mentioned above or circumstances as specified in the Company Law in which a person shall not serve as a director. If an independent Director is removed early, the Company shall disclose the removal as a matter requiring special disclosure. A removed independent Director who considers his removal unjustified may make a public statement.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 146 An independent Director may resign before his term of office expires. An independent Director who wishes to resign shall tender his resignation to the Board in writing and submit to the Board a written explanation of any circumstances that relate to the resignation and need to be brought to the attention of the Shareholders, the Board, the insurance consumers or the creditors of the Company.</p> <p>If the resignation of an independent Director causes the number of independent Directors on the Company’s Board or a special committee under the Board to fall below the required minimum, the independent Director shall stay in office until the new independent Director takes office, and his written resignation shall take effect after his successor fills the resulting vacancy, unless the independent Director resigned due to loss of independence or was removed from office.</p> <p>If an independent Director resigns, is removed from office, or is disqualified from holding office by the NFRA, the Company shall, within three months from the date of receipt of the written resignation, the date of removal or the date of disqualification, hold a Shareholders’ General Meeting to elect another independent Director.</p>	<p>Article 147 An independent Director may resign before his term of office expires. An independent Director who wishes to resign shall tender his resignation to the Board in writing and submit to the Board a written explanation of any circumstances that relate to the resignation and need to be brought to the attention of the Shareholders, the Board, the insurance consumers or the creditors of the Company.</p> <p>If the resignation of an independent Director causes the number of independent Directors on the Company’s Board or a special committee under the Board to fall below the <u>statutory</u> required minimum <u>or the minimum of the Articles of Association, or if there is a shortage of accounting professionals among the independent Directors</u>, the independent Director shall stay in office until the new independent Director takes office, and his written resignation shall take effect after his successor fills the resulting vacancy, unless the independent Director resigned due to loss of independence <u>the fact that he is no longer eligible to act as an independent Director</u> or was removed from office.</p> <p><u>If an independent Director is removed from office due to his lack of qualification to serve as a director of a listed company or his failure to meet the requirements for independence, or if the resignation of an independent Director will result in failure in meeting the minimum requirements of proportion of independent Directors in the Board or its special committees, stipulated by law, regulatory regulations or the Articles of Association, or the lack of accounting professionals among independent Directors, the Company shall complete the by-election within 60 days from the date of the occurrence of the foregoing facts or the date of the submission of the resignation.</u></p> <p>If an independent Director resigns <u>not resulting in the circumstances described in the preceding paragraph</u>, is removed from office <u>due to other reasons</u>, or is disqualified from holding office by the NFRA, the Company shall, within three months from the date of receipt of the written resignation, the date of removal or the date of disqualification, hold a Shareholders’ General Meeting to elect another independent Director.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 147 In order to bring the role of the independent Directors into full play, the Company confers the following special functions and powers on the independent Directors in addition to those conferred on them by the Company Law, these Articles of Association and relevant laws and regulations:</p> <p>(1) independent Directors shall examine and give their views on the fairness and compliance of every material related party transactions, the performance of internal review procedures for material related party transactions and the impact of such transactions on the insurance consumers’ interests; material related party transactions shall be subject to the pre-approval of the independent Directors before they are submitted to the Board for discussion; before the independent Directors make a judgment, an intermediary service provider may be engaged to issue an independent financial advisor report to serve as a basis for the judgment, if deemed necessary by two or more independent Directors; if the related party transaction is problematic, the independent Directors shall state their opinion in writing;</p> <p>(2) independent Directors may propose to the Board the engagement or removal of an accounting firm, subject to the consent of more than half of the independent Directors;</p> <p>(3) more than half, and in any event not less than two, of the independent Directors may request the Board to convene an Extraordinary General Meeting;</p> <p>(4) more than two independent Directors may propose that a Board meeting be convened;</p>	<p>Article 148 In order to bring the role of the independent Directors into full play, the Company confers the following special functions and powers on the independent Directors in addition to those conferred on them by the Company Law, these Articles of Association and relevant laws and regulations:</p> <p>(1) independent Directors shall examine and give their views on the fairness and compliance of every material related party transactions, the performance of internal review procedures for material related party transactions and the impact of such transactions on the insurance consumers’ interests; material related party transactions shall be subject to the pre-approval of the independent Directors before they are submitted to the Board for discussion; before the independent Directors make a judgment, an intermediary service provider may be engaged to issue an independent financial advisor report to serve as a basis for the judgment, if deemed necessary by two or more independent Directors; if the related party transaction is problematic, the independent Directors shall state their opinion in writing;</p> <p>(2) independent Directors may propose to the Board the engagement or removal of an accounting firm, subject to the consent of more than half of the independent Directors;</p> <p>(3) more than half, and in any event not less than two, of the independent Directors may request the Board to convene an Extraordinary General Meeting;</p> <p>(4) more than two independent Directors may propose that a Board meeting be convened;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>(5) to openly collect voting rights from shareholders before the Shareholders' General Meeting is held;</p> <p>(6) upon consent of all independent Directors, independent Directors may independently engage external audit institutions or consulting institutions to audit and advise on specific matters of the Company;</p> <p>(7) other functions and powers stipulated by laws and regulations, regulatory rules and these Articles of Association.</p> <p>If the proposal listed in the first paragraph of this Article is not adopted or the above functions and powers cannot be exercised duly, the Company shall disclose the relevant information.</p>	<p>(54) to openly collect voting rights from shareholders before the Shareholders' General Meeting is held;</p> <p>(65) upon consent of all <u>more than half of</u> independent Directors, independent Directors may independently engage external audit institutions, or consulting institutions <u>or other intermediary service providers</u> to audit, and advise <u>or review</u> on specific matters of the Company;</p> <p>(6) <u>to express independent opinions on matters that may jeopardize the rights and interests of the Company or minority Shareholders;</u></p> <p>(7) other functions and powers stipulated by laws and regulations, regulatory rules and these Articles of Association.</p> <p>If the proposal listed in the first paragraph of this Article is not adopted or the above functions and powers cannot be exercised duly, the Company shall disclose the relevant information <u>and reasons</u>.</p>
<p>None</p>	<p>Article 149 <u>The following matters shall be submitted to the Board for consideration upon approval of majority independent Directors of the Company:</u></p> <p>(1) <u>Related party transactions that shall be disclosed as stipulated by securities regulatory authorities and stock exchanges in the PRC;</u></p> <p>(2) <u>Proposals of the Company and related parties to change or waive commitments;</u></p> <p>(3) <u>Decisions made and steps taken by the Board in response to the acquisition of the Company;</u></p> <p>(4) <u>Other matters stipulated by laws and regulations, regulators and the Articles of Association.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 148 In addition to performing the functions and powers conferred on them by the preceding article, the independent Directors shall give their independent views to the Board or the Shareholders' General Meeting on the following matters:</p>	<p>Article 150 In addition to performing the functions and powers conferred on them by the preceding article, the independent Directors shall give their independent views to the Board or the Shareholders' General Meeting on the following matters:</p>
(1) the nomination or removal of Directors;	(1) the nomination or removal of Directors;
(2) the appointment or dismissal of members of senior management;	(2) the appointment or dismissal of members of senior management;
(3) the remuneration of the Directors and members of senior management of the Company;	(3) the remuneration of the Directors and members of senior management of the Company;
(4) material related party transactions;	(4) material related party transactions;
(5) existing or new borrowings from the Company by the Company's actual controller or the actual controller's affiliated enterprises, or other financial transactions between the Company and its actual controller or the actual controller's affiliated enterprises, of a total amount exceeding 5% of the most recent audited net asset value of the Company, and whether the Company has taken effective measures to recover the amounts owed;	(5) existing or new borrowings from the Company by the Company's actual controller or the actual controller's affiliated enterprises, or other financial transactions between the Company and its actual controller or the actual controller's affiliated enterprises, of a total amount exceeding 5% of the most recent audited net asset value of the Company, and whether the Company has taken effective measures to recover the amounts owed;
(6) profit distribution plans;	(6) profit distribution plans;
(7) investments, leasing, assets sales and purchases, provision of security and other such material transactions that do not fall within the business plan;	(7) investments, leasing, assets sales and purchases, provision of security and other such material transactions that do not fall within the business plan;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>(8) appointment or dismissal of accounting firm that provides regular statutory audit on financial reports of the Company;</p>	<p>(87) appointment or dismissal of accounting firm that provides regular statutory audit on financial reports of the Company;</p>
<p>(9) borrowings or other fund transfers, existing or newly occurred, advanced by the Company to its Shareholders, de facto controllers and their related enterprises involving the amounts of more than RMB3 million or 5% of the latest audited net assets value of the Company and whether the Company has adopted any effective measures to recover the debts;</p>	<p>(9) borrowings or other fund transfers, existing or newly occurred, advanced by the Company to its Shareholders, de facto controllers and their related enterprises involving the amounts of more than RMB3 million or 5% of the latest audited net assets value of the Company and whether the Company has adopted any effective measures to recover the debts;</p>
<p>(10) other matters that, in the opinion of the independent Directors, could have a significant impact on the rights and interests of the Company, minority Shareholders or insurance consumers;</p>	<p>(10) other matters that, in the opinion of the independent Directors, could have a significant impact on the rights and interests of the Company, minority Shareholders or insurance consumers;</p>
<p>(11) other matters as stipulated by laws and regulations, regulatory rules or the Articles of Association.</p>	<p>(11) other matters as stipulated by laws and regulations, regulatory rules or the Articles of Association.</p>
<p>The independent Directors shall give one of the following types of view on the matters mentioned above: in favour; reservations (with a statement of the reasons therefor); against (with a statement of the reasons therefor); unable to give a view (with a statement of the obstacles).</p>	<p>The independent Directors shall give one of the following types of view on the matters mentioned above: in favour; reservations (with a statement of the reasons therefor); against (with a statement of the reasons therefor); unable to give a view (with a statement of the obstacles);</p>
<p>If the relevant matters in the first paragraph of this Article are matters that need to be disclosed, the Company shall announce the opinions of the independent Directors. If the independent Directors are unable to reach an agreement due to differences of opinion, the Board shall disclose the opinions of each independent Director separately.</p>	<p>If the relevant matters in the first paragraph of this Article are matters that need to be disclosed, the Company shall announce the opinions of the independent Directors. If the independent Directors are unable to reach an agreement due to differences of opinion, the Board shall disclose the opinions of each independent Director separately.</p>
<p>An independent Director who abstains from voting on, votes against or believes that there are obstacles in the way of his giving an opinion on, any of the matters mentioned above shall submit a written opinion to the Company and report the matter to the NFRA.</p>	<p>An independent Director who abstains from voting on, votes against or believes that there are obstacles in the way of his giving an opinion on, any of the matters mentioned above shall submit a written opinion to the Company and report the matter to the NFRA.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>None</p>	<p><u>Article 151 The Company shall hold a special meeting of independent Directors attended by all independent Directors on a regular or irregular basis. Matters listed in items (2), (3) and (5) of paragraph 1 of Article 148 and Article 149 of the Articles of Association shall be considered at a special meeting of independent Directors.</u></p> <p><u>The special meeting of independent Directors may examine and discuss other matters of the Company as needed.</u></p> <p><u>Special meeting of independent Directors shall be convened and presided over by an independent Director jointly elected by majority of the independent Directors; in the event that the convener fails to or is unable to perform his duties, two or more independent Directors may convene and elect a representative to preside over the meeting on their own.</u></p> <p><u>The Company shall facilitate and support the convening of special meeting of independent Directors.</u></p>
<p>Article 150 The Company shall ensure that the independent Directors have the same right of access to information as the other Directors. The Company must give independent Directors statutory prior notice of all matters to be decided by the Board, together with sufficient information. Independent Directors who consider the information provided to be insufficient may request supplementary information. If two or more independent Directors consider the information insufficient or any argument unclear, they may jointly request the Board in writing that the Board meeting or the consideration of the matter be postponed, and the Board shall approve such request.</p> <p>The Company and the independent Directors themselves shall keep the information provided by the Company to the independent Directors for at least five years.</p>	<p>Article 153 The Company shall ensure that the independent Directors have the same right of access to information as the other Directors. The Company must give independent Directors statutory prior notice of all matters to be decided by the Board, together with sufficient information. Independent Directors who consider the information provided to be insufficient may request supplementary information. If two or more independent Directors consider the information incomplete, insufficient or any argument unclear insufficient or untimely provided, they may jointly request the Board in writing that the Board meeting or the consideration of the matter be postponed, and the Board shall approve such request.</p> <p>The Company and the independent Directors themselves shall keep the information provided by the Company to the independent Directors for at least five ten years.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 151 The Company shall provide the independent Directors with the working conditions they need to perform their duties. The Company’s Secretary to the Board shall actively assist the independent Directors in performing their duties, such as providing background information and relevant materials to them, regularly report the operation of the Company, and organize the independent Directors to carry out field visit when necessary. The Company shall duly prepare announcements on the independent opinions, proposals and written representations given by the independent Directors which shall be made public in the form of an announcement.</p>	<p>Article 154 The Company shall provide the independent Directors with the working conditions <u>and personnel support</u> they need to perform their duties, <u>and designate the Board office, the Secretary to the Board and other special departments and personnel to assist the independent Directors in performing their duties.</u></p> <p>The Company’s Secretary to the Board shall <u>ensure that there is a smooth flow of information between the independent Directors and other Directors, senior management and other relevant persons, and that the independent Directors have access to adequate resources and necessary professional advice in performing their duties.</u> actively assist the independent Directors in performing their duties, such as providing background information and relevant materials to them, regularly report the operation of the Company, and organize the independent Directors to carry out field visit when necessary. The Company shall duly prepare announcements on the independent opinions, proposals and written representations given by the independent Directors which shall be made public in the form of an announcement.</p>

Note: Among the amendments to the Articles of Association, if there is a change in the numbering of the articles due to the addition of certain articles, the articles will be renumbered in the revised Articles of Association; the numbering of the articles in the Articles of Association so amended will be changed accordingly in cross-references without being listed in the above table one by one.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING



中國太平洋保險(集團)股份有限公司

CHINA PACIFIC INSURANCE (GROUP) CO., LTD.

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

(Stock Code: 02601)

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting issued by China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) dated 7 May 2024 (the “**Original AGM Notice**”) which sets out the resolutions to be considered by the Shareholders at the 2023 annual general meeting to be held at Pacific Insurance Finance Building, No. 199 Tianfu 3rd Street, Chengdu at 2:00 p.m. on Thursday, 6 June 2024 (the “**AGM**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original AGM Notice, the resolution set out in the supplemental notice will be considered, and if thought appropriate, approved as an additional special resolution.

The below additional special resolution was proposed to the Company on 21 May 2024 by Shenergy (Group) Company Limited (申能(集團)有限公司), as a Shareholder of the Company.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

The additional special resolution is as follows:

- 10. To consider and approve the proposed amendments to the Articles of Association of the Company in the manner stipulated in the section entitled “Proposed Amendments to the Articles of Association” as set out in the supplemental circular of the Company dated 22 May 2024 and to authorize the chairman or his authorized person(s) to make such revisions to the proposed amendments to the Articles of Association as he deems necessary and appropriate in accordance with the requirements of regulatory authorities during the Company’s approval process for the amended Articles of Association**

Note: The English version of this notice is an unofficial translation and is for reference only. In case of any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

By Order of the Board of Directors
China Pacific Insurance (Group) Co., Ltd.
FU Fan
Chairman

Hong Kong, 22 May 2024

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (1) Save for the inclusion of the newly submitted resolution, there are no other changes to the resolutions set out in the Original AGM Notice. For the details and other matters in relation to other resolutions to be considered at the AGM, please refer to the AGM notice and circular of the Company dated 7 May 2024.
- (2) Since the proxy form sent together with the circular dated 7 May 2024 (the “**Original Proxy Form**”) does not contain the additional proposed resolution as set out in this supplemental notice, a new proxy form (the “**Revised Proxy Form**”) has been prepared and is enclosed with this supplemental notice.
- (3) The Revised Proxy Form for use at the AGM is enclosed and is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.cpic.com.cn).
- (4) A holder of H Shares who intends to appoint a proxy to attend the AGM and has not yet lodged the Original Proxy Form with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, should complete and return the enclosed Revised Proxy Form to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the scheduled time for the AGM or any adjourned meeting thereof (as the case may be) (i.e. before 2:00 p.m. on Wednesday, 5 June 2024) (the “**Closing Time**”). In this case, the Original Proxy Form should not be lodged with the Company’s H Share Registrar.
- (5) **IMPORTANT:**

If you have appointed or intend to appoint proxies to attend the AGM, you are requested to pay particular attention to the special arrangements set out herein.

- (i) **IF YOU HAVE NOT LODGED THE ORIGINAL PROXY FORM WITH THE COMPANY’S H SHARE REGISTRAR AND YOU INTEND TO APPOINT PROXIES TO ATTEND THE AGM, YOU SHALL NOTE THAT:**

You should lodge the Revised Proxy Form with the Company’s H Share Registrar instead of the Original Proxy Form.

- (ii) **IF YOU HAVE ALREADY LODGED THE ORIGINAL PROXY FORM WITH THE COMPANY’S H SHARE REGISTRAR, YOU SHALL NOTE THAT:**

- (a) If no Revised Proxy Form is lodged with the Company’s H Share Registrar prior to the Closing Time or the Revised Proxy Form is not correctly completed, the Original Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the AGM and the additional resolution as set out in the Supplemental Notice of the Annual General Meeting and in the Revised Proxy Form, other than those referred to in the Original AGM Notice and the Original Proxy Form.

- (b) If the Revised Proxy Form is lodged with the Company’s H Share Registrar prior to the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by you if correctly completed. The Revised Proxy Form will be treated as a valid proxy form lodged by you.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

- (c) If the Revised Proxy Form is lodged with the Company's H Share Registrar after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll. Accordingly, you are advised not to lodge the Revised Proxy Form after the Closing Time. If you wish to vote at the AGM, you will have to attend in person and vote at the AGM yourself.
- (6) You are reminded that completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof, and in such event, the relevant proxy form shall be deemed to be revoked.