

23 April 2021

**CHINA PACIFIC INSURANCE (GROUP) CO., LTD.**

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

**Notice of the 2020 Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM” or “Annual General Meeting”) of China Pacific Insurance (Group) Co., Ltd. (the “Company” or “CPIC”) will be held at InterContinental Shenzhen Dameisha Resort, Shenzhen, Guangdong, the PRC, on Friday, 28 May 2021 at 1:30 p.m., for the purpose of considering, and if thought fit, passing the following resolutions.

**AS ORDINARY RESOLUTIONS:**

1. To consider and approve the report of the Board of Directors of the Company for the year 2020
2. To consider and approve the report of the Board of Supervisors of the Company for the year 2020
3. To consider and approve the annual reports of the Company for the year 2020
4. To consider and approve the financial statements and report of the Company for the year 2020
5. To consider and approve the profit distribution plan of the Company for the year 2020
6. To consider and approve the proposal on the appointment of auditors of the Company for the year 2021
7. To consider and approve the due diligence report of the Directors of the Company for the year 2020
8. To consider and approve the report on performance of Independent Directors of the Company for the year 2020
9. To consider and approve the donations for the year 2021 of the Company

**AS SPECIAL RESOLUTIONS:**

10. To consider and approve the change of the registered capital of the Company from RMB 9,062,000,000 to RMB 9,620,341,455
11. To consider and approve the proposed amendments to the Articles of Association of the Company in the manner stipulated in the section entitled “10. Proposed Amendments to the Articles of Association and the Rules of Procedure for Shareholders’ General Meetings” as set out in Appendix I and to authorise the chairman or his authorised person 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
12. To consider and approve the proposed amendments to the rules of procedure for Shareholders’ general meetings in the manner stipulated in the section entitled “10. Proposed Amendments to the Articles of Association and the Rules of Procedure for Shareholders’ General Meetings” as set out

in Appendix I and to authorise the chairman or his authorised person to make such revisions to the proposed amendments to the rules of procedure for Shareholders' general meetings as he deems necessary and appropriate in accordance with the requirements of regulatory authorities during the Company's approval process for the amended rules of procedure for Shareholders' general meetings

13. As special business, to authorise the Board of Directors of the Company to determine if the Company shall allot, issue and deal with, A Shares and H Shares, separately or concurrently, according to market conditions and the needs of the Company, provided that the respective number of shares shall not exceed 20% of each of the A Shares or H Shares of the Company in issue on the date of the passing of this special resolution. However, notwithstanding the granting of the general mandate to the Board of Directors, any issue of new A Shares would require another shareholders' approval at a Shareholders' meeting in accordance with the relevant PRC laws and regulations

(1) Subject to paragraphs (3) and (4) below and pursuant to the Company Law of the People's Republic of China (the "**Company Law**") and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed, the Board of Directors shall be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new shares during the Relevant Period (as hereinafter defined) and to determine the terms and conditions for the allotment and issue of new shares which include, without limitation, the following terms:

(a) the class and number of new shares to be issued;

(b) the method of determining the issue price and/or the issue price (including the price range of new Shares);

(c) the starting and closing dates for the issue;

(d) class and number of the new shares to be issued to existing shareholders; and

(e) the making or granting of offers, agreements and options which might require the exercise of such powers.

(2) The approval in paragraph (1) shall authorise the Board of Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period.

(3) The aggregate nominal amount of the new A Shares and new H Shares allotted, issued and dealt with conditionally or unconditionally (whether pursuant to an option or otherwise) by the Board of Directors pursuant to the approval in paragraph (1), other than the shares issued pursuant to a Rights Issue (as hereinafter defined) or the rights to purchase the shares of the Company under any option scheme or similar arrangement, shall not exceed 20% of each of the A Shares and H Shares of the Company in issue as at the date of passing this resolution.

(4) In exercising the powers granted in paragraph (1), the Board of Directors must (a) comply with the Company Law and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed; and (b) obtain approval from China Securities Regulatory Commission and other relevant PRC government departments.

(5) For the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the 12-month period following the passing of this resolution; and
- (c) the revocation or variation of the mandate granted under this resolution by a special resolution of the Company’s shareholders in a general meeting.

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.

- (6) The Board of Directors, subject to the approval of the relevant authorities of the PRC and in accordance with the Company Law, shall be authorised to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (1) above.
- (7) The Board of Directors shall be authorised to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issue and listing of new shares, provided that the same do not violate the relevant laws, administrative regulations, and regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed, and the Articles of Association.
- (8) Subject to the approval of the relevant PRC authorities, the Board of Directors shall be authorised to make amendments to the Articles of Association as appropriate and necessary after the completion of the allotment and issue of new shares according to the method of the allotment and issue of new shares by the Company, the type and number of new shares to be allotted and issued by the Company, and the actual shareholding structure of the Company at the time of completion of the allotment and issue of new shares, in order to reflect the changes in the share capital structure and the registered capital of the Company pursuant to the exercise of this mandate.

Please refer to the Appendices for details of above resolutions.

By Order of the Board of Directors  
**China Pacific Insurance (Group) Co., Ltd.**  
**KONG Qingwei**  
*Chairman*

### **About CPIC**

CPIC is a joint stock company established under the laws of the People's Republic of China with limited liability. CPIC's registered office is located at 1 South Zhongshan Road, Huangpu District, Shanghai, the People's Republic of China.

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## DEFINITIONS

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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 2020 to be held at InterContinental Shenzhen Dameisha Resort, Shenzhen, Guangdong, the PRC at 1:30 p.m. on Friday, 28 May 2021
“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”	China Banking and Insurance Regulatory Commission
“Company” or “the 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

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## DEFINITIONS

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“Stock Exchange” or “HKSE”	The Stock Exchange of Hong Kong Limited
“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
“Independent Director(s)” or “Independent Non-executive Director(s)”	independent non-executive Director(s) of the Company
“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 notice 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
“Supervisor(s)”	supervisor(s) of the Company
“SSE”	Shanghai Stock Exchange

**1. REPORTS OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS FOR THE YEAR 2020**

According to the requirements of the Company Law and the Articles of Association, the Shareholders' general meeting has the right to examine and approve the reports of the Board of Directors and the Board of Supervisors. Pursuant to the Rules of Shareholders' Meeting of Listed Companies of the CSRC, the Board of Directors and the Board of Supervisors should issue a report with respect to their work in the preceding year at the AGM. The report of the Board of Directors for the year 2020 is set out in the sections headed "Operation Overview, Letter from Chairman to Shareholders, Review and Analysis of Operating Results, Report of the Board of Directors and Significant Events and Corporate Governance" in the annual report for the year 2020. The report of the Board of Supervisors for the year 2020 is set out in Appendix IV to this notice.

**2. ANNUAL REPORTS FOR THE YEAR 2020**

The Board proposes to approve the annual reports for the year 2020. The annual reports of the Company for the year 2020 were published on 29 March 2021 on the SSE website ([www.sse.com.cn](http://www.sse.com.cn)) and the London Stock Exchange website([www.londonstockexchange.com](http://www.londonstockexchange.com)) and published on 23 April 2021 on the Stock Exchange website ([www.hkexnews.hk](http://www.hkexnews.hk)).

**3. FINANCIAL STATEMENTS AND REPORT FOR THE YEAR 2020**

The financial statements and report for the year 2020 is set out in the Company's annual report for the year 2020.

**4. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2020**

The Company intends to distribute annual cash dividend of RMB1.2 per share (inclusive of tax) and 30th Anniversary Special Dividend of RMB0.1 per share (inclusive of tax), amounting to RMB12,506,443,891.50 in aggregate, based on a total share capital of 9,620,341,455 shares. The remaining undistributed profits will be carried forward to the year 2021. No capitalisation from capital reserve will be implemented for the current year.

**5. PROPOSAL ON APPOINTMENT OF AUDITORS FOR THE YEAR 2021**

The Board proposed to appoint PricewaterhouseCoopers Zhong Tian LLP as the PRC auditor and the internal control auditor of financial reports under the PRC accounting standards of the Company for the year 2021 and to appoint PricewaterhouseCoopers as the auditor of financial reports under the Hong Kong Financial Reporting Standard of the Company for the year 2021.

The Board will propose to the Shareholders at the AGM to authorise the Board to authorise the management of the Company to determine their actual remunerations.

**6. DUE DILIGENCE REPORT OF THE DIRECTORS FOR THE YEAR 2020**

In accordance with the regulatory requirements of the relevant regulatory authorities, the Board shall conduct an annual due diligence appraisal of the Directors, and submit the due diligence report of the Directors to the Shareholders' general meeting and the Board of Supervisors. Such report is set out in Appendix II to this notice.

**7. REPORT ON PERFORMANCE OF INDEPENDENT DIRECTORS FOR THE YEAR 2020**

Pursuant to the regulatory requirements of the relevant regulatory authorities, Independent Directors shall issue a report in respect of the performance of their duties in the year 2020 to the Shareholders' general meeting. Such report is set out in Appendix III to this notice.

**8. PROPOSAL ON THE GENERAL MANDATE**

The purpose of the proposed special resolution number 13 as set out in this notice is to seek approval from the Shareholders in the AGM to grant a general mandate to the Board of Directors to allot, issue and deal, with new A Shares and/or H Shares of the Company subject to the applicable laws, rules and regulations. Such proposal is set out in Appendix V to this notice.

**9. PROPOSAL ON CHANGE OF REGISTERED CAPITAL**

According to the approvals of CBIRC, CSRC, the securities regulatory authorities of the United Kingdom and domestic and foreign stock exchanges, the Company issued 102,873,300 Global Depositary Receipts (the “GDRs”) on 22 June 2020 (London time), representing 514,366,500 new underlying A shares. After that, 8,794,991 GDRs were issued due to the over-allotment on 9 July 2020 (London time), representing 43,974,955 new underlying A shares. Upon completion of the issuance of GDRs, the total number of shares of the Company was changed from 9,062,000,000 shares to 9,620,341,455 shares.

The paid-in situation of the new share capital has been verified by PricewaterhouseCoopers Zhong Tian LLP, which has issued the Capital Verification Report (PwC Zhong Tian Yan Zi (2020) No. 0858) on 24 September 2020.

The Board of Directors hereby proposes to the Annual General Meeting to confirm the change of the registered capital of the Company according to the issuance result of the above GDRs, that is, the registered capital of the Company was changed from RMB9,062,000,000 to RMB9,620,341,455.

**10. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE FOR SHAREHOLDERS’ GENERAL MEETINGS**

The Board thereby submits the proposed amendments to the Articles of Association (as defined and with details of amendments set out in Appendix VI to this notice) and the proposed amendments to the rules of procedure for Shareholders’ general meetings (as defined and with details of amendments set out in Appendix VII to this notice) to the Annual General Meeting for consideration, and for granting an authorisation to the chairman or his authorised person to make such revisions to the Articles of Association and the rules of procedure for Shareholders’ general meetings as he/she deems necessary and appropriate in accordance with the requirements for amendments of regulatory authorities during the Company’s approval process for the proposed amendments to the Articles of Association and the proposed amendments to the rules of procedure for Shareholders’ general meetings.

The proposed amendments to the Articles of Association and the proposed amendments to the rules of procedure for Shareholders’ general meetings are subject to the approval from the CBIRC.



**11. DONATIONS FOR THE YEAR 2021**

In order to better give back to the society, serve the society, and demonstrate corporate social responsibility, the Company plans to donate to all sectors of society in 2021, and the total amount of donations will not exceed RMB90 million (inclusive) (the **“Total 2021 Donations”**).

According to relevant requirements of the Company, matters in which the total amount of external donation expenditure exceeds 5% of the registered capital of the Group shall be subject to consideration and approval at the general meeting.

The Board proposes to approve the Total 2021 Donations at the Annual General Meeting, and proposes to authorise the chairman at the Annual General Meeting to approve and implement specific donations within the Total 2021 Donations except for external donations that have been authorised to be handled by other persons in accordance with company management documents.

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## APPENDIX II DUE DILIGENCE REPORT OF THE DIRECTORS FOR THE YEAR 2020

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In accordance with Guidelines for the Operation of Board of Directors of Insurance Companies (Bao Jian Fa (2008) No. 58) and relevant requirements of Measures for Appraisal and Accountability of Due Diligence of Directors of China Pacific Insurance (Group) Co., Ltd., the Board of Company shall conduct a due diligence report on its Directors annually, and such report shall be submitted to the Shareholders' general meeting and the Board of Supervisors. In 2020, all the Directors of China Pacific Insurance (Group) Co., Ltd. (the "Company") performed their duties and responsibilities as stipulated under relevant laws and regulations and the Articles of Association in an honest, diligent, loyal and conscientious manner. Upon conducting appraisal of due diligence on Directors in 2020, the appraisal results of all Directors (including Independent Directors) were all "competent". The due diligence report of the Directors for the year 2020 is set out below.

### **I. COMPLETION OF ELECTION OF NEW BOARD OF DIRECTORS TO ACHIEVE A SMOOTH TRANSITION**

The term of the eighth Board of Directors of the Company expired in 2020. On 12 May 2020, the Company convened the 2019 annual general meeting to elect the ninth Board of Directors. On 21 August 2020, the 2020 first extraordinary general meeting was convened to elect the directors of the ninth Board of Directors. There are 15 members in the ninth Board of Directors of the Company, including 2 Executive Directors: Mr. KONG Qingwei and Mr. FU Fan; 8 Non-executive Directors: Mr. HUANG Dinan, Mr. WANG Tayu, Mr. WU Junhao, Mr. CHEN Ran, Mr. ZHOU Donghui, Ms. LIANG Hong, Ms. LU Qiaoling and Mr. John Robert DACEY; 5 Independent Non-executive Directors: Ms. LIU Xiaodan, Mr. CHEN Jizhong, Ms. LAM Tyng Yih, Elizabeth, Mr. WOO Ka Bui, Jackson, and Mr. JIANG Xuping. On 12 May 2020, the Company convened the first meeting of the ninth Board of Directors and elected Mr. KONG Qingwei and Mr. HUANG Dinan as the chairman and vice chairman of the ninth Board of Directors, respectively.

After establishment, the new Board of Directors focused on the Company's strategy formulation and major issues, paid attention to the key issues of the Company's development, gave full play to the core functions of corporate governance, continuously promoted the management to optimise the market strategy, and advanced the Company's development to a new level, which was widely recognised by the regulatory authorities, shareholders, customers, employees and all sectors of the society.

## APPENDIX II DUE DILIGENCE REPORT OF THE DIRECTORS FOR THE YEAR 2020

### II. OPERATING THE BOARD OF DIRECTORS STANDARDISEDLY AND EFFECTIVELY, AND FURTHER IMPROVING THE CORPORATE GOVERNANCE SYSTEM

#### (I) Directors' Attendance of Board Meetings

As the strategic decision-making body of the Company, the Board of Directors always plays a leading role in the healthy development of the Company. In 2020, the Board held a total of 10 Board meetings, considered and approved 82 proposals, and heard 14 reports. The Directors of the Company performed their duties with due diligence, proactively participated in review and decision-making and mostly attended the meetings in person. For individual cases where some Directors were not able to attend due to other business reasons, they all appointed another Director in writing as their proxy to attend and vote at the meeting on their behalves. Details are as follows:

Name of Directors	No. of Board meetings requiring attendance	Attendance in person	Attendance by proxy	Absence	Remarks
<b>Executive Directors</b>					
KONG Qingwei	10	10	0	0	
FU Fan	6	6	0	0	
<b>Non-executive Directors</b>					
HUANG Dinan	10	9	1	0	Absent from the 7th meeting of the ninth Board of Directors due to business reasons and KONG Qingwei, the chairman, was appointed as his proxy to attend and vote at the meeting on his behalf
WANG Tayu	10	10	0	0	
WU Junhao	10	10	0	0	
<b>Independent Non-executive Directors</b>					
CHEN Jizhong	10	10	0	0	
LAM Tyng Yih, Elizabeth	10	10	0	0	
JIANG Xuping	10	10	0	0	

## APPENDIX II DUE DILIGENCE REPORT OF THE DIRECTORS FOR THE YEAR 2020

Name of Directors	No. of Board meetings requiring attendance	Attendance in person	Attendance by proxy	Absence	Remarks
<b>Resigned Directors</b>					
KONG Xiangqing	2	2	0	0	
SUN Xiaoning	2	2	0	0	
LI Qiqiang	2	2	0	0	
CHEN Xuanmin	2	1	1	0	Absent from the 25th meeting of the eighth the Board of Directors due to business reasons and KONG Qingwei, the chairman, was appointed as his proxy to attend and vote at the meeting on his behalf
LEE Ka Sze, Carmelo	2	2	0	0	
GAO Shanwen	2	2	0	0	

*Notes:*

1. On 12 May 2020, the Company convened the 2019 annual general meeting to elect the ninth Board of Directors. Mr. KONG Qingwei and Mr. FU Fan were elected as Executive Directors of the ninth Board of Directors; Mr. HUANG Dinan, Mr. WANG Tayu, Mr. WU Junhao, Mr. ZHOU Donghui and Ms. LU Qiaoling were elected as Non-executive Directors of the ninth Board of Directors; Ms. LIU Xiaodan, Mr. CHEN Jizhong, Ms. LAM Tyng Yih, Elizabeth, Mr. WOO Ka Bui, Jackson, and Mr. JIANG Xuping were elected as Independent Directors of the ninth Board of Directors. Mr. KONG Xiangqing, Ms. SUN Xiaoning, Mr. LI Qiqiang, Mr. CHEN Xuanmin, Mr. LEE Ka Sze, Carmelo and Mr. GAO Shanwen ceased to be Directors of the Company.
2. On 21 August 2020, the Company held the 2020 first extraordinary general meeting to elect additional Directors of the ninth Board of Directors. Mr. CHEN Ran, Ms. LIANG Hong and Mr. John Robert DACEY were elected as Non-executive Directors of the ninth Board of Directors.
3. In June 2020, the appointment qualification of Mr. FU Fan was approved by the CBIRC. In January 2021, the appointment qualifications of Ms. LIU Xiaodan, Mr. CHEN Ran and Mr. ZHOU Donghui were approved by the CBIRC. In February 2021, the appointment qualification of Ms. LIANG Hong was approved by the CBIRC. In March 2021, the appointment qualifications of Mr. WOO Ka Bui, Jackson, Ms. LU Qiaoling and Mr. John Robert DACEY were approved by the CBIRC.

**(II) Voting and Expression of Opinions by Directors at the Board Meetings**

In 2020, all Directors of the Company diligently performed the power conferred by the Articles of Association, kept updated about the important business information of the Company, paid full attention to the Company's development and actively participated in the Board meetings during the reporting period. All Directors made appropriate decisions after having fully understood the situation and having expressed their opinions. All resolutions of the Board meetings were passed by unanimous votes, without dissenting votes and abstention votes.

**(III) Work of Special Committees of the Board**

In 2020, in accordance with the revised Articles of Association, the Board of Directors adjusted the committees set up under the Board of Directors: the Technological Innovation and Consumer Rights Protection Committee was newly established to actively respond to the needs of technological empowerment transformation and promote the establishment of an effective scientific and technological innovation operation system by the management and to strengthen the protection of consumer rights; the former Risk Management Committee was adjusted to the Risk Management and Related Party Transaction Control Committee to strengthen the control of related party (connected) transactions. The Company's Board of Directors had five special committees, namely the Strategic and Investment Decision-Making Committee, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management and Related Party Transaction Control Committee, and the Technological Innovation and Consumer Rights Protection Committee.

Apart from the chairman of the Strategic and Investment Decision-Making Committee which is served by the chairman of the Board, the chairmen of the four other special committees are all Independent Directors, and Independent Directors are in the majority among the Audit Committee, the Nomination and Remuneration Committee and the Risk Management and Related Party Transaction Control Committee. The Board and the Board committees performed their respective duties properly by leveraging their respective expertise to ensure that the Board can make informed and appropriate decisions after considering various advice and suggestions.

In 2020, the Strategic and Investment Decision-Making Committee held 6 meetings, the Audit Committee held 6 meetings, the Nomination and Remuneration Committee held 7 meetings, the Risk Management and Related Party Transaction Control Committee held 6 meetings and the Technological Innovation and Consumer Rights Protection Committee held 2 meetings. In the meetings, the Directors performed their duties with due diligence, conducted in-depth study and held active discussions on the implementation of strategic planning, financial reports and internal auditing, performance assessment and appointment and dismissal of senior management and risk control, related party (connected) transactions, technological innovation and consumer rights protection of the Company, efficiently participated in decision-making and provided professional advices for the decision-making of the Board.

**III. PERFORMING DUTIES WITH DUE DILIGENCE, THE DIRECTORS CARRIED OUT A VARIETY OF DUTIES IN FULL**

**(I) Improved the Core Capability of the Board in Strategic Matters**

In 2020, the Board strengthened strategic planning, adhered to high-quality development, maintained the right development direction, stepped up the transformation 2.0 campaign, continued to optimise the corporate governance, pushed forward the implementation of major business decisions, and effectively guided the management to improve in addressing weaknesses in the business operation. The Board convened meetings and seminars, heard reports and held discussions on the Company's business performance and the priorities of the Board of the Company, strengthened the guidance for operation, accelerated the shift of growth drivers, and boosted service capabilities.

On the one hand, the Board adhered to the basics, kept a close eye on the annual operating goals, so as to realise the stability of operating fundamentals. During the reporting period, the Board heard special reports such as the impact of comprehensive auto insurance reforms of CPIC P/C and response measures, market analysis of CPIC P/C in 2021 and response strategies, business analysis of CPIC Life in the first half of the year and business development measures in the second half of the year and 2021 CPIC Life Jump Start Sales strategy. On the other hand, the Board further pushed the Company's transformation, focused on key areas such as new drivers of value growth, "CPIC Service" brand building, health business development, long-term talent incentives, and marketisation of technological innovation to promote further breakthroughs in transformation.

**(II) Actively Carry out Inspections to Strengthen Guidance on the Company's Operating Conditions**

In 2020, the Directors went to field trips at the Qinghai branch and Jiashan branch of CPIC P/C and CPIC Life, and successively visited the business outlets of the Jiashan branch of CPIC P/C and the long-term care insurance business management centre of the Jiashan branch of CPIC Life, and expressed their regards to the front-line staff, and listened to the reports of the Jiaying centre branch of CPIC P/C and CPIC Life in respect of promoting transformation and innovative development, deepening synergy and cooperation and participating in the construction of the Yangtze River Delta Integration Demonstration Zone. The Directors participated in the inauguration ceremony of the CPIC Sanjiangyuan Public Welfare Forest, endorsing the Company's performance in social responsibility, public welfare and supporting national strategies.

In 2020, all Independent Directors and the chairman of the Board held a separate communication meeting in Shanghai where other Directors and senior management did not participate. They deeply discussed GDR issuance, market value management, technology investment, business model innovation, risk management, corporate culture construction, employee motivation and training and other aspects. In addition, some Independent Directors have also strengthened their understanding and guidance on the operating conditions of the Company by participating in the consulting expert seminars, scientific and technological innovation project research and other methods held by the Company.

**(III) Participate in Various Trainings and Publicity to Improve Professional Performance Ability**

In 2020, the Directors of the Company paid attention to the improvement of performance ability and the mastery of relevant professional knowledge, such as insurance policies and regulations. They participated in the training and lectures held by SSE, the Stock Exchange, CBIRC and the Company to expand knowledge and skills and continue to improve the ability to perform duties. Affected by the pandemic, all external trainings attended by Directors this year were online training. Among them, Ms. Liu Xiaodan, an Independent Director, participated in the independent director qualification training held by SSE. All Directors participated in online training related to the performance of their duties, such as new Securities Law, new ESG Governance regulations, Information Disclosure and Cyber Security held by SSE and the Stock Exchange. At the same time, in response to various new regulations issued by the CSRC, CBIRC, SSE and the Stock Exchange, the issuance of GDR and the election of new Board of the Company, the Company specifically invited law firms and other institutions to conduct on-site and online special training for all Directors on UK's financial regulatory system and key legal risks, the guidelines for directors of listed companies on the main board of the Stock Exchange, the performance of duties of directors of A-share listed companies and anti-corruption. In addition, all Directors also actively followed regulatory developments in a timely manner through other means and studied the latest laws, regulations and regulatory rules.



**IV. OVERALL OPERATING RESULTS OF THE COMPANY, REACHING A NEW STAGE OF COMPREHENSIVE STRENGTH****(I) Performance of the Overall Operating Results**

In 2020, the overall operating results of the Company reached a great performance. The operating income and operating profit of the Group and the Group's embedded value maintained a relatively rapid growth; In respect of CPIC Life business, the Group has accelerated the integration of online and offline operations, enhanced the marketing team's ability to attract and enhance product innovation, and actively promoted the integration of product and health management, pension services and wealth management; in respect of CPIC P/C business, auto insurance has overcome the pressure of the pandemic situation and comprehensive reform, the renewal of insurance has become the core strength of growth. Non-auto insurance has focused on the support of resumption of work and production and development of emerging areas, and agricultural insurance seizes policy opportunities for sustainable and rapid development; in terms of asset management business, the Group further optimised its strategic asset allocation, strengthened its tactical allocation discipline and created a specialised entrusted entrustment model, accelerated the investment in the construction of middle platform system, organised and promoted the implementation of the results of the credit assessment system project, and actively built our alternative investment platform.

**(II) Achieved the Breakthroughs in Institutional Mechanisms**

In 2020, the Company's comprehensive strength reached a new stage, successfully issuing Global Depository Receipts (GDR), becoming the first insurance company listed in Shanghai, Hong Kong and London. With the GDR issuance as an opportunity, the new Board of the Group is moving towards internationalisation, specialisation and marketisation. The Board promotes the establishment of a long-term incentive and restraint mechanism for corporate innovation and promotes the pilot implementation of the "Evergreen Plan". With the new development of digital empowerment, CPIC Fintech commenced trial operation, promoted the relocation of the data center in Luojing in an orderly manner and introduced leading talents in science and technology. With the development of the Great Health Industry, the Board formulated the Great Health Development Plan for 2020-2025, which promoted the establishment of Internet hospitals with Ruijin Hospital, and firstly issued products for the treatment of major health products, laid out investments in the health industry, and actively promoted the change of shareholding in CPIC Health. Coordinated development presents a new situation, the ability of individual customers to collaborate online is continuously improved, the promotion path of strategic customer projects is further clarified, the three-year action plan for the construction of the Guangdong-Hong Kong-Macao Greater Bay Area from 2021 to 2023 is determined, and the green insurance co-insurance service mechanism facilitates the integrated development of Yangtze River Delta in a higher quality.

**(III) Improving the Risk and Internal Control Management System**

In the face of complicated and volatile international and domestic conditions, the downturn of the macro-economy with the change of development cycle of the industry, the sudden impact of the pandemic on the traditional insurance marketing model and the tightening of the regulatory policies in 2020, the Board has solidly implemented the risk and internal control management function, enhanced the forward-looking and initiative of risk and internal control management, continuously improved the comprehensive risk integrated management system, continuously innovated the risk management system of the Board, and further enhanced the effectiveness, specialisation, refinement and intelligence of compliance and risk management. During the reporting period, the Company maintained sufficient solvency, stable profitability and sound liquidity and no outstanding issues and risks particularly concerned by regulatory authorities were found. It held on to the bottom line of preventing systematic risks and its major compliance indicators maintained a sound level.

**(IV) Winning Many Awards with Its Comprehensive Strength**

The regulatory authorities and the capital market highly recognised the positive results achieved by the Company in terms of corporate governance, such as the operation of the Board of Directors. With good corporate governance practices, the Company obtained a series of awards both at home and abroad in 2020: CPIC has been on the list of the U.S. Fortune Global 500 for ten consecutive years and it ranked 193rd, 6 places higher from the previous year; the Company ranked 6th among the Brand Finance Insurance Top 100 in 2020, with brand value increasing by 31% year-on-year; CPIC P/C and CPIC Life were awarded the highest A level on operation appraisal for five consecutive years; the Company ranked among the top 10 global listed insurance companies in terms of market value; the Company won the “Class A Evaluation of Information Disclosure of Listed Companies” of the SSE for seven consecutive years. The above achievements reflect the recognition of the regulatory authorities, capital markets and professional institutions at home and abroad on the Company’s adherence to high-level corporate governance and high-quality development.

**V. WORK PLAN IN 2021**

In 2021, the Board will be based on a new starting point, taking high-quality development as the main line, taking transformation and innovation as the driving force, persisting in “stable yet progressive growth”, adhering to the risk bottom line and promoting the improvement in both operating results in the current period and long-term capacity building of the Company, stabilising its market position, improving business quality, and striving for breakthroughs in transformation. The Board is also committed to continuously promoting the Company’s new achievements in the implementation of the Great Health Strategy, the rapid advancement of big data, the enhancement of investment specialisation capability, the integration of key areas, the consolidation of risk control, the deepening of coordinated development and the revitalisation of the Group.

In 2020, all Independent Directors of the Company performed their duties faithfully, diligently, independently, strictly in accordance with the requirements of relevant laws, regulations, provisions, including the Company Law of the PRC, the Measures for the Administration of Independent Directors of Insurance Institutions promulgated by the China Banking and Insurance Regulatory Commission, the Guiding Opinions on Establishing Independent Director System for Listed Companies promulgated by the China Securities Regulatory Commission, the Rules Governing the Listing of the Shanghai Stock Exchange and the Hong Kong Listing Rules, and internal regulations, including the Articles of Association, and the Terms of Reference for Independent Directors of the Company, and through attending the periodic and extraordinary Board meetings and the meetings of Board committees and Shareholders' general meetings on time in the year and carefully considering and objectively expressing independent opinions on resolutions of the Board to protect the interests of the Company, insurers and minority Shareholders. The report on the performance in 2020 by the Independent Directors is set out below:

#### **I. BASIC INFORMATION OF INDEPENDENT DIRECTORS**

The ninth Board of Directors of the Company consists of fifteen Directors, including five Independent Directors with expertise in finance, investment, auditing, risk management, law and technology, as well as required expertise and capability to perform their functions. In 2020, while maintaining the professional and diversified basis of Directors, the Company took the GDR issuance as an opportunity to achieve “financing and intelligence integration”, and specially introduced investment and mergers and acquisitions experts with high market reputation and senior lawyers with extensive legal experience as Independent Directors of the Company, bringing excellent strategic decision-making ability and wide international vision to provide professional support for the decision-making of the Board. The basic information of Independent Directors of the Company are set out as follows:

**Ms. LIU Xiaodan**, currently serves as Independent Non-executive Director of the Company, general manager of Chenyi Investment (Beijing) Co., Ltd. and chairman of Chenyi Fund Management (Beijing) Co., Ltd. Previously, Ms. LIU was president and chairman of Huatai United Securities Co., Ltd. and chairman of Asset Mark Financial Holdings, Inc., a company listed on the New York Stock Exchange (stock code: AMK). Previously, Ms. LIU worked at Peking University. She also served as a member of the 4th and 5th Committees for Mergers, Acquisitions, and Restructuring of China Securities Regulatory Commission. Ms. LIU holds a master's degree.

**Mr. CHEN Jizhong**, currently serves as Independent Non-executive Director of the Company. Previously, Mr. CHEN served as head of the Personnel Department for Entities under Direct Administration of the Personnel Division of the State Planning Commission, deputy director of the Human Resources Department of China Development Bank, director of the Executive Office of China Development Bank, successively general manager of Xi'an Branch, Shaanxi Branch, and Shanghai Branch of China Development Bank, and chief internal auditor of China Development Bank. Mr. CHEN holds a master's degree.

**Ms. LAM Tyng Yih, Elizabeth**, currently serves as Independent Non-executive Director of the Company, and director and honorary treasurer of HK Agency for Volunteer Service. Previously, Ms. LAM served as consultant and partner of Ernst & Young. Ms. Lam holds a bachelor's degree in business administration and a master's degree in accounting, and is a member of the Hong Kong Institute of Certified Public Accountants.

**Mr. WOO Ka Bui, Jackson**, currently serves as Independent Non-executive Director of the Company, CEO of Challenge Capital Management Limited, consultant of Guantao Law Firm (Hong Kong), director of Kailey Enterprises Limited and Fong Fun Enterprises Limited and independent non-executive director of Henderson Land Development Company Limited listed on the SEHK (stock code: 00012), honorary member of the Board of Trustees of Tsinghua University, notary public entrusted by the Ministry of Justice of the People's Republic of China, a practising solicitor member on the panel of the Solicitors' Disciplinary Tribunal in the Hong Kong Special Administrative Region, member of the Takeovers and Mergers Panel and the Takeovers Appeals Committee of Securities and Futures Commission of Hong Kong, member of the Main Board and GEM Listing Review Committee of The Stock Exchange of Hong Kong Limited, honorary advisor of the Hong Kong Financial Reporting Council and member of the Oversight, Policy and Governance Committee. Mr. WOO was a member of the Public Shareholders' Rights Group of Securities and Futures Commission of Hong Kong, a member of the Investigation Committee of the Hong Kong Financial Reporting Council, chairman of Beijing Guantao Zhongmao Law Firm (International), a partner of Ashurst Law Firm, founding partner of Woo Ka Bui Law Firm, director and co-head of Investment Banking of Great China of N.M. Rothschild & Sons (Hong Kong) Limited, partner of Messrs. Woo, Kwan, Lee & Lo of Hong Kong, independent non-executive director of Ping An Insurance (Group) Co., Ltd., a company listed on both SSE and SEHK (SSE stock code: 601318, SEHK stock code: 02318), non-executive director of Sun Hung Kai Properties Limited (stock code: 00016) and Henderson Investment Limited listed on SEHK (stock code: 00097), and alternative director of Sir Po-shing Woo. Mr. WOO holds a master's degree, and is a Qualified Solicitor in the Supreme Courts of Hong Kong, England and Wales and the Australian Capital Territory, and a licensee of the Securities and Futures Commission of Hong Kong.

**Mr. JIANG Xuping**, currently serves as Independent Non-executive Director of the Company, professor with the Department of Marketing of the School of Economics and Management, Tsinghua University, research fellow at the Research Centre for Contemporary Management, Tsinghua University, and research fellow at the Centre for Corporate Governance of Tsinghua University. Mr. JIANG also serves pro bono as dean of the School of Internet Marketing and Management of Guizhou Forerunner College. Previously, Mr. JIANG served as lecturer, associate professor, professor of School of Economics and Management of Tsinghua University, and head of Internet Marketing and Management of the Software School of Beihang University. Mr. JIANG holds a master's degree and the title of professor.

**II. PERFORMANCE OF INDEPENDENT DIRECTORS FOR THE YEAR 2020**

**(I) Attendance of Meetings**

**1. The General Meetings**

In 2020, the Company held a total of 2 general meetings. Independent Directors' attendance of meetings are as follows:

Name of Independent Directors	General meetings Requiring attendance	Meetings attended in person	Percentage of attendance (%)	Absence
<b>Current Directors</b>				
CHEN Jizhong	2	2	100	0
LAM Tyng Yih, Elizabeth	2	2	100	0
JIANG Xuping	2	2	100	0
<b>Resigned Directors</b>				
LEE Ka Sze, Carmelo	1	1	100	0
GAO Shanwen	1	1	100	0

*Note:* On 12 May 2020, the Company's 2019 annual general meeting elected the ninth Board, and elected Ms. LIU Xiaodan, Mr. CHEN Jizhong, Ms. LAM Tyng Yih, Elizabeth, Mr. WOO Ka Biu, Jackson and Mr. JIANG Xuping as Independent Directors of the ninth Board. Mr. LEE Ka Sze, Carmelo and Mr. GAO Shanwen ceased to be Independent Directors of the Company. The appointment qualification of Ms. LIU Xiaodan was approved by the CBIRC in January 2021 and the appointment qualification of Mr. WOO Ka Biu, Jackson was approved by the CBIRC in March 2021.

**2. The Board Meetings**

In 2020, the Company held a total of 10 Board meetings. The Independent Directors all attended in person basically. Details are as follows:

<b>Name of Independent Directors</b>	<b>Meetings requiring attendance</b>	<b>Meetings attended in person</b>	<b>Meetings attended by proxy</b>	<b>Absence</b>
<b>Current Directors</b>				
CHEN Jizhong	10	10	0	0
LAM Tyng Yih, Elizabeth	10	10	0	0
JIANG Xuping	10	10	0	0
<b>Resigned Directors</b>				
LEE Ka Sze, Carmelo	2	2	0	0
GAO Shanwen	2	2	0	0

**3. The Board Committee:**

In 2020, pursuant to the amended Articles of Association, the Board made adjustments to the Board committees. The Technological Innovation and Consumer Rights Protection Committee was newly established, and the former Risk Management Committee was adjusted to Risk Management and Related Party Transaction Control Committee. The Board of the Company has five committees, namely, the Strategic and Investment Decision-Making Committee, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management and Related Party Transaction Control Committee and the Technological Innovation and Consumer Rights Protection Committee. Except that the chairman of the Strategic and Investment Decision-Making Committee is the Chairman of the Board, the chairmen of the other four committees are all Independent Directors.

## APPENDIX III REPORT ON PERFORMANCE OF INDEPENDENT DIRECTORS FOR YEAR 2020

In 2020, the Strategic and Investment Decision-Making Committee held six meetings; the Audit Committee held six meetings; the Nomination and Remuneration Committee held seven meetings; the Risk Management and Related Party Transaction Control Committee held six meetings, and the Technological Innovation and Consumer Rights Protection Committee held two meetings. All Independent Directors attended such Board committee meetings in person and details are as follows:

Name of Independent Directors	Strategic and Investment Decision-Making Committee (meetings held/meetings attended)	Audit Committee (meetings held/meetings attended)	Nomination and Remuneration Committee (meetings held/meetings attended)	Risk Management and Related Party Transaction Control Committee (meetings held/meetings attended)	Technological Innovation and Consumer Rights Protection Committee (meetings held/meetings attended)
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### Current Directors

CHEN Jizhong	3/3	4/4	5/5	6/6	/
LAM Tyng Yih, Elizabeth	/	6/6	5/5	6/6	/
JIANG Xuping	/	6/6	5/5	4/4	2/2

### Resigned Directors

LEE Ka Sze, Carmelo	/	/	2/2	2/2	/
GAO Shanwen	3/3	/	2/2	/	/

### Notes:

- On 24 June 2020, the third meeting of the ninth Board elected Mr. KONG Qingwei, Mr. HUANG Dinan and Mr. CHEN Jizhong as members of the Strategic and Investment Decision-Making Committee of the new Board. Since the election of the new Board on 12 May 2020, Ms. SUN Xiaoning, Mr. LI Qiqiang and Mr. GAO Shanwen ceased to serve as members.
- On 12 May 2020, the first meeting of the ninth Board elected Ms. LAM Tyng Yih, Elizabeth, Mr. WU Junhao and Mr. JIANG Xuping as members of the Audit Committee of the new Board. Mr. CHEN Xuanmin and Mr. CHEN Jizhong ceased to serve as members.

3. On 12 May 2020, the first meeting of the ninth Board elected Mr. JIANG Xuping, Mr. CHEN Jizhong and Ms. LAM Tyng Yih, Elizabeth as members of the Nomination and Remuneration Committee of the new Board. Mr. GAO Shanwen, Mr. KONG Xiangqing, Ms. SUN Xiaoning and Mr. LEE Ka Sze, Carmelo ceased to serve as members.
4. On 24 June 2020, the third meeting of the ninth Board elected Mr. CHEN Jizhong, Mr. FU Fan, Mr. WANG Tayu, Ms. LAM Tyng Yih and Mr. JIANG Xuping as members of the Risk Management and Related Party Transaction Control Committee of the new Board. Since the election of the new Board on 12 May 2020, Mr. LEE Ka Sze, Carmelo ceased to serve as a member.
5. On 24 June 2020, the third meeting of the ninth Board elected Mr. JIANG Xuping, Mr. FU Fan and Mr. WU Junhao as members of the Technological Innovation and Consumer Rights Protection Committee of the new Board.

## **(II) Expression of Opinions**

The Board meetings and general meetings of the Company in 2020 were held in conformity with legal procedures. Material operational decisions were made in accordance with the required procedures and in compliance with the laws and regulations, and the Articles of Association. All of the Independent Directors voted for the resolutions with full understanding of all the matters considered by the Board of Directors in 2020 after thorough discussions and prudent consideration of such matters. The Independent Directors did not raise any objection to the resolutions of the Board of Directors and relevant matters. Meanwhile, all of the Independent Directors, who possess professional knowledge and experience, put forward various constructive opinions and recommendations regarding the strategic transformation, technology empowerment, corporate governance, business operation, financial management, Directors nomination, appointment of senior management, internal control and risk compliance of the Company based on their own professional expertise and practical experience on the Board meetings and meetings of the Board committees in 2020. In the meetings, all Independent Directors participated in decision making of significant matters of the Company from their independent and objective position, prudently performed duties and obligations, actively participated in discussion in meetings, and proactively proposed guiding opinions in respect of resolutions considered in the meetings to leverage substantive effects, thereby maintaining the interests of the Company as a whole, while the decision-making process particularly concerned the legitimate interests of minority Shareholders. The management of the Company was able to provide responses and to implement relevant opinions, proposals and questions of the Independent Directors. No Independent Director was prevented from expressing his opinion and no opinion raised was rejected by the Company.



**(III) Participation in the Work on Annual Report**

In accordance with the regulatory requirements and requirements on annual reports as set out in the terms of reference for Independent Directors, the Independent Directors of the Company participated in the work related to the preparation of the annual report of the Company and duly performed their duties for the auditing of the annual report for 2020. In particular, they attended annual report discussion meetings, considered the proposal for the annual report of the Company, maintained timely and thorough communication on audit progress and arrangements, audit results and audit opinion regarding the annual financial report with the accounting firm for the annual financial report, supervised the progress of the audit, received the reporting by the management of the Company on its results of operation for the year and the progress of significant events, which facilitated the progress of annual report audit in compliance with laws and relevant rules and regulations.

**(IV) Performance of Duties with Due Diligence and Better Understanding on the Operation of the Company through Various Channels**

In 2020, Independent Directors performed their duties with due diligence and proactively kept abreast of the operations and management of the Company through various channels:

1. Independent Directors attended Board meetings and Board committee meetings in person to listen to and discuss issues relating to the operations and management of the Company. The Company is required to take the GDR issuance as an opportunity to continuously follow the international standards and optimise the corporate governance system. Independent Directors focused on the impact of changes in the domestic and international situation, the impact of COVID-19, industry cycle transformation, new insurance regulations and policies on the operation of the Company, and the Company is required to keep a close eye on the business objectives throughout the year to achieve stable operation fundamentals. At the same time, Independent Directors focused on high-quality development and new momentum of value growth, and the Company is required to capture key areas and links to promote further breakthroughs in key areas such as the brand building of “CPIC Service”, health industry layout, long-term incentive systems, marketisation of technological innovation.

2. The Independent Directors took a tour visit to Jiashan branch of CPIC P/C and CPIC Life, and successively visited the business outlets of CPIC P/C Jiashan branch and the long-term insurance business management center of CPIC Life Jiashan branch to express their cordial concerns to the front-line staff. The Independent Directors also listened to the reports of the Jiaying center branch of CPIC P/C and CPIC Life in respect of promoting the transformation and innovative development, the deepening of the synergy and cooperation, and the participation in the construction of the Yangtze River Delta Integrated Demonstration Zone.
3. All Independent Directors and the Chairman held a separate communication meeting in Shanghai that other Directors and senior management did not participate in, and had in-depth communication on GDR issuance, market capitalisation management, science and technology investment, business model innovation, risk management, corporate culture construction, employee incentives and training, etc.
4. The Independent Directors also attended the inauguration ceremony of the CPIC Sanjiangyuan Public Welfare Forest, inspected the Company's active practice in serving the national strategy and fulfilling social responsibility, and affirmed that the Company has always actively fulfilled its social responsibility and continued to move forward on the path of public welfare.
5. Independent Directors got a full picture of the operation and management of the Company through reviewing the monthly financial statements, directors' and supervisors' monthly briefs, monthly audit reports, capital market newsletters, and internal press and information published by the Company and other information and data about operations and management released from time to time, and communicated with the management on operating issues concerned if they deemed necessary.
6. In addition, certain Independent Directors also strengthened the understanding of and guidance on the operation of the Company through symposiums on consulting experts, annual meeting on audit work and inspections on technology innovation projects held by the Company.

Independent Directors were of the view that Independent Directors were able to thoroughly understand the operation and management of the Company through timely and effective communication with the Company through various channels.

**III. MAJOR ISSUES REGARDING THE DUTY PERFORMANCE OF INDEPENDENT DIRECTORS FOR THE YEAR**

On the basis of full understanding of the Company, the Independent Directors performed their duties with due diligence in an objective and prudent manner. They focused on the following major issues regarding the duty performance and expressed independent opinions on certain major issues of their concerns in accordance with relevant requirements:

In 2020, all Independent Directors attended Board meetings on time, and understood the operations and management of the Company. The Independent Directors conducted investigation and obtained information and data necessary for making decisions and made independent and clear judgment on and expressed independent opinions in favor of matters including changes in significant accounting estimate, related party (connected) transactions, profit distribution, appointment and dismissal of the senior management and remuneration and performance assessment of the senior management of the Company.

In 2020, there is no external guarantee or misappropriation of funds of the Company. The use of proceeds was consistent with the intended use as resolved and approved at the Shareholders' general meetings and the Board meetings. All proceeds were used to replenish the working capital of the Company to support the sustainable development of business.

In 2020, an announcement on estimated increase in results was issued by the Company. Prior to the announcement was made, the Company reported to the Board and Independent Directors the financial results of the Company and the proposed announcement. All Independent Directors expressed their opinion in favor of the issuance of the announcement.

In 2020, there were no undertakings that the Company was required to disclose. The information disclosure of the Company was true, accurate and complete and made in a timely manner. The Company has not failed to disclose any discloseable information.

In 2020, the Company re-appointed PricewaterhouseCoopers Zhong Tian LLP as the auditor of the Company for 2020 and PricewaterhouseCoopers as the auditor for financial statements under Hong Kong Financial Reporting Standards of the Company for 2020. The Independent Directors are of the view that the appointment of the aforesaid accounting firms met the Company's requirements for auditing work. The decision-making procedures for such appointments were in compliance with the requirements of the relevant laws, regulations and the Articles of Association, without prejudicing the interests of the Company and its Shareholders. The Independent Directors expressed independent opinions in favour of such appointments.

In 2020, the Company was committed to establishing a sound internal control system in order to provide reasonable assurance of the achievement of internal control objectives, including the legal compliance of our operation and management, assets security and reliability, truthfulness and completeness of financial reports and related information, improvement of operation efficiency and implementation of development strategies for the sustainable development of the Company. The Company has conducted self-assessment of internal control as of 31 December 2020 and an audit report was issued by the auditor. The Independent Directors are of the view that the Company has established a scientific, standardised and effective internal control system. The acts of the Company regarding corporate governance, business operation, financial management, decision-making on significant events and other aspects were conducted in compliance with the internal control requirements of the Company. The internal control system of the Company was effectively implemented.

In 2020, the Board of the Company has duly performed their functions and duties under the laws and regulations and the Articles of Association. The Board played the core role in decision making of the Company by effective and standardised operation. Assembling, convening and resolutions of the Board and Board committees of the Company were in compliance with the statutory procedures, while material decision making performed necessary procedures in compliance with the requirements of laws and regulations and the Articles of Association. The Board and Board committees operated prudently and effectively. Under the leadership of the Board, the management of the Company completed the annual major operational targets and business goals set by the Board.

#### **IV. OVERALL EVALUATION AND RECOMMENDATION**

All of the Independent Directors are of the view that they have duly performed their functions and duties, and fulfilled their obligations to acting with integrity and diligence pursuant to the laws and regulations and the provisions under the Articles of Association in 2020. They actively attended Board meetings and meetings of the Board committees and participated independently and objectively in the decision-making of the Company on significant issues. In particular, they were concerned about the legal rights of the minority Shareholders. All of the Independent Directors made objective and impartial judgments on the issues to be resolved by the Board. They also performed due diligence reviews on the appointment, removal, and performance appraisal of Directors and senior management, and any other issues which might significantly affect the interests of insured parties and the minority Shareholders. This helped promote the scientificity and objectivity of the Board's decisions, and helped maintain the sustainable, healthy and stable growth of the Company.

In 2021, the Independent Directors will continue to perform their duties faithfully and diligently to play an active role as Independent Directors in safeguarding the interests of the Company as a whole and the legitimate interests of all Shareholders and promoting the healthy and sustainable development of the Company.

In 2020, under the leadership of the general meeting and with the great support of the Board and the management, the Board of Supervisors, in accordance with the relevant laws, regulations and the Articles of Association, and with a highly responsible attitude towards supervision, shareholders and employees, focusing on the overall situation of the Company's transformation 2.0 strategy, focusing on finance, risks, performance of directors and senior management, business conditions, and so on. The Board of Supervisors solidly carried out supervision, gave full play to the independent supervisory role of the Board, promoted the improvement of corporate governance, and promoted the development of business compliance in accordance with the law. The major work report of the Board of Supervisors and the performance of duties of the Supervisors in 2020 are as follows:

## **I. WORK OF THE BOARD OF SUPERVISORS IN 2020**

### **(I) Smooth Completion of Election of the New Board of Supervisors**

In 2020, according to the requirements of relevant laws and regulations and the Articles of Association, Shareholders representative Supervisors and employee representative Supervisors were re-elected, and the new chairman and vice-chairman of the Board of Supervisors was elected. On the basis of results obtained in the eighth Board of Supervisors, the ninth Board of Supervisors upheld the two major principles, namely promotion of the Company's development and protection of benefits of the Company's shareholders, to constantly optimise the operation mechanism of the Board of Supervisors, ensuring normative operation of the Board of Supervisors.

### **(II) Effective Regulation of Operation of the Board of Supervisors**

In 2020, the Board of Supervisors actively oversaw the impact of the pandemic, convened 6 on-site meetings, reviewed and approved 27 proposals and heard 20 reports. On the basis of fully understanding key businesses and operation of the Company, the Board of Supervisors carefully considered or listened to the annual report on the implementation of annual development plans, the annual report on overall risk appraisal and management and compliance, the annual report on internal audit, the annual report on related party (connected) transactions, the annual report on corporate governance, consumer rights protection and other various annual reports and resolutions to have a general knowledge on the operation of the Company. It conducted supervision and guidance with the focus on compliance, risks and audit to ensure a scientific decision-making of the Company.

Assembling, convening and decision making of the meetings of the Board of Supervisors were in compliance with the statutory procedures. All Supervisors punctually attended meetings of the Board of Supervisors, fully expressed their opinions and performed duties of Supervisors. Various resolutions considered were approved and implemented. The operation of the Board of Supervisors was in compliance with rules and the decision-making was effective.

Name	Meetings requiring attendance	Meetings attended in person	Meetings attended by proxy	Absence
<b>Current Supervisors</b>				
ZHU Yonghong	6	5	1	0
JI Zhengrong	6	6	0	0
LU Ning	6	6	0	0
<b>Resigned Supervisors</b>				
ZHANG Xinmei	2	2	0	0
JIN Zaiming	2	2	0	0

*Notes :*

1. On 12 May 2020, Mr. ZHU Yonghong, Mr. LU Ning were elected as shareholder representative Supervisors of the ninth Board of Supervisors of the Company at the 2019 annual general meeting of the Company. Ms. ZHANG Xinmei ceased to be a Supervisor of the Company.
2. On 28 April 2020, Mr. JI Zhengrong and Mr. GU Qiang were elected as an employee representative supervisor of the ninth Board of Supervisors at the employee representatives meeting of the Company. Mr. GU Qiang's qualification was approved by the China Banking and Insurance Regulatory Commission in January 2021. Mr. JIN Zaiming ceased to be a Supervisor of the Company.
3. Mr. ZHU Yonghong was absent from the 17th meeting of the eighth Board of Supervisors due to business reasons and Mr. JI Zhengrong was appointed as his proxy to attend and vote at the meeting on his behalf.

**(III) Performance of Duties of Supervisors with Due Diligence**

- 1. Focusing on corporate governance and strengthening the supervision on the Board of Directors and the management of the Company.** Supervisors attended the general meetings and Board meetings, and play a role in supervising the Board, senior management and its members in compliance with the laws and regulations, the Articles of Association, the relevant rules of procedure and rules and regulations, as well as the implementation of resolutions of the general meeting and the implementation of regulatory opinions. At the same time, the Supervisors supervised and evaluated the annual performance of the Company's Directors and senior management through methods such as reviewing materials, on-site visits, and inspection and scoring.
- 2. Receiving special reports and focusing on the implementation of major operational decisions.** While focusing on the development of the Company's business, the Board of Supervisors receives special reports on the impact of comprehensive reform of motor insurance and response measures, market analysis and development strategy of life insurance. On the other hand, the Board of Supervisor focused on the new momentum of value growth and received proposals and reports on GDR issuance, major health development plans, and the "Evergreen Plan" for life insurance companies.
- 3. Strengthening financial supervision and safeguarding Shareholders' interests.** In 2020, the Board of Supervisors reviewed resolutions including those concerning periodic reports and profit distribution, and paid special attention to activities that had major cash flow consequences, changes in accounting, accounting items which had a significant impact on the results of operations as well as matters which had a significant impact on owner's equity. Moreover, the Board of Supervisors supervised the preparation and review procedures as well as content and format of reports in respect of their truthfulness, accuracy and completeness, while keeping track of the Company's financial conditions in a timely manner through regular review of its financial reports such as monthly operation indicators. The Board of Supervisors duly performed its duties of financial supervision.

The Board of Supervisors had also expressed its opinions on the Company's appointment of auditors. It commented favorably on the overall performance of the auditors and agreed to continue to appoint PricewaterhouseCoopers Zhong Tian LLP as the auditor of the Company for 2020 and PricewaterhouseCoopers as the auditor of financial statements under Hong Kong Financial Reporting Standards of the Company for 2020.

4. **Strengthening internal control supervision and optimising risk management system.** The Board of Supervisors regularly reviews the report of the Company on works of strengthening internal control and risk management, and focuses on the Company's special efforts in optimising the internal control system, rectification of the chaos and entrenched issues of the grass-roots staff, and the investigation and early warning of key risks; regularly review the internal audit of the Company, pay attention to the implementation of internal audit of "strengthening audit supervision on the one hand and enhancing audit services on the other hand", overcome the impact of the pandemic and promote digital audit and remote audit, continue to supervise the Board and management to strengthen the construction and implementation of internal control and risk management system, and promote the Company to improve the effectiveness of integrated risk control.
  
5. **Attending on-site investigation and understanding the operation and management of the Company.** In 2020, the Board of Supervisors took a tour visit to Qinghai branch of CPIC P/C and CPIC Life, listened to reports in all aspects of operation and management, and inspected the construction of the CPIC Sanjiangyuan Public Welfare Forest. The Board of Supervisors has affirmed the Company's ability to actively perform its social responsibilities, serve the national strategy and continuously move forward on the path of public welfare. In addition, certain Supervisors deepened their understanding of the operating conditions and risk management of the Company through attending the annual audit meetings and other means.

**(IV) Active Participation in Training of Supervisors and Enhancing Supervisory Performance.**

Affected by the pandemic, the current Supervisors adopted the way of online training and participated in the training related to the performance of their duties, such as the new regulations of the Securities Law, the new rules of ESG governance, information disclosure, network information security, which organised by the SSE and the Stock Exchange. At the same time, in response to the new regulatory requirements issued by the CSRC, the CBIRC, the SSE and the Stock Exchange, combined with the listing of the Company's GDR and the election of the new Board of Supervisors, the Company specially invited law firms and other institutions to conduct trainings for all Supervisors on UK financial regulatory system and legal risks concerned, guidance for directors of listed companies on the Main Board of the Stock Exchange, performance of directors of A share listed companies and anti-corruption. In addition, all Supervisors pay attention to regulatory developments in a timely manner and study the latest laws, regulations and regulatory rules.



**(V) Independent Opinions of the Board of Supervisors**

In 2020, the Board of Supervisors focused on the key performance of their duties and provided their independent opinions:

- 1. The Company's operational compliance.** The Board of Supervisors is of the opinion that during the reporting period, the Company maintained legally compliant operations and the Company's operational activities complied with regulatory requirements including those of the Company Law and the Articles of Association. The corporate governance structure was further improved. The decision-making procedures of the Board of Directors and the management were legal and valid, and the Directors and senior management were faithful and diligent in the process of operating and managing the Company. No conduct was found to have breached any laws or regulations or damaged the interests of Shareholders.
- 2. Truthfulness and accuracy of the financial statements.** The financial statements of the Company for the year were audited by PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers, based on their respective independent auditing standards, who have issued audit reports with standard unqualified opinions. The Board of Supervisors is of the view that the financial acts of the Company were in strict compliance with the relevant requirements of the national relevant laws and regulations and the financial management system of the Company as well as internal control system; the procedures of preparing the financial reports of the Company were in compliance with the requirements of laws and regulations; the 2020 audit report with standard unqualified opinion as audited and issued by the auditing firms was objective and fair, truly reflecting the financial conditions and operating results of the Company.
- 3. During the reporting period, the proceeds raised were not yet in use.** The Company completed the initial GDR offering on 22 June 2020 and completed the GDR over-allotment on 9 July 2020. During the reporting period, the proceeds raised from this issuance have not been put into use. For details of the proceeds raised above, please refer to the section "Use of proceeds raised from listing" in the 2020 Annual Report.
- 4. During the reporting period, the Company made no major asset acquisition or major disposal of assets.**

5. **Fair and reasonable related party (connected) transactions.** The Board of Supervisors is of the view that during the reporting period, the Company's related party (connected) transactions were fair and reasonable. The consideration, voting and disclosure procedures of related party (connected) transactions are legitimate. No conduct was found to have damaged the interests of the Company and Shareholders.
6. **No objection to the report on internal control.** During the reporting period, the Company established a reasonable and effective internal control system. The Board of Supervisors reviewed the Company's Assessment Report on Internal Control and raised no objection.
7. **Effective implementation of resolutions approved by shareholders at the general meeting.** During the reporting period, the Board of Supervisors raised no objections to any of the reports and resolutions submitted by the Board of Directors for Shareholders' consideration at the general meetings and supervised the implementation of the resolutions approved by Shareholders at the general meetings. The Board of Supervisors is of the opinion that both the Board of Directors and the Board of Supervisors are able to effectively implement the resolutions approved by Shareholders at the general meetings.

## II. WORK PLAN OF THE BOARD OF SUPERVISORS IN 2021

In 2021, the situation of prevention and control at home and abroad still remains significant pressure, and the macro-economic and market environment will be subject to a more complex situation. The Board of Supervisors will continue to adhere to the requirements of the relevant laws and regulations and the Articles of Association, take "Insist on value, believe in the long-term and adhere to high quality development" as the guidance, and focus on the strategic development targets and key work of the Company and actively and practically conduct supervision in accordance with laws and regulations, and prioritize the following aspects:

### (I) Performing supervisory duties in accordance with laws

The Board of Supervisors will conduct strict supervision on the decision-making procedures of the Company and the performance of duties by the Directors and senior management strictly in accordance with relevant laws and regulations, and convene the meetings of the Board of Supervisors in accordance with the law. They will strengthen the supervision of the performance in the aspects of finance, risk and internal control by reviewing proposals, listening to reports, reviewing reports, research and inspection, attending the shareholders' general meeting and the board meeting, etc., so as to encourage the Company to adhere to the risk bottom line.

**(II) Enhancing supervision and inspection on compliance and internal control**

The Board of Supervisors will review or listen to the reports on internal control compliance management, annual audit work reports and senior management audit reports, review the implementation of rectification and reform; strengthen the cooperation between the Board of Supervisors and internal and external audit supervision forces, highlight the supervision over the legal content and compliance of key contents, major decision-making and major issues, and promote the Company's concurrent improvement in operating results and long-term capability in the current period.

**(III) Conducting on-site inspections**

The Board of Supervisors will conduct inspections on grass-roots institutions to learn about the operation, system establishment, financial conditions and risk control of the Company through on-site inspections, symposiums, interviews and looking up materials to facilitate the Board of Supervisors better displaying the supervisory function.

**(IV) Advancing the self-construction of the Board of Supervisors**

The Board of Supervisors will strengthen learning about regulatory policies, systems and requirements, actively attend various trainings organised by CBIRC, SASAC, SSE, the Stock Exchange and other authorities to consistently enhance supervision and the performance capability and further conduct supervision according to laws and standard operation, and promote sustainable and healthy development of the Company.

The Company proposes to obtain Shareholders' approval for granting a general mandate to authorise the Board of Directors to determine if the Company shall allot, issue and deal with A Shares and H Shares, separately or concurrently, according to market conditions and the needs of the Company, provided that the respective number of shares shall not exceed 20% of each of the A Shares and H Shares of the Company in issue on the date of the passing of this special resolution. However, notwithstanding the granting of the general mandate to the Board of Directors, any issue of new A Shares would require another Shareholders' approval at a Shareholders' meeting in accordance with the relevant PRC laws and regulations.

- (1) Subject to paragraphs (3) and (4) below and pursuant to the Company Law and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed, the Board of Directors shall be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new shares during the Relevant Period (as hereinafter defined) and to determine the terms and conditions for the allotment and issue of new shares which include, without limitation, the following terms:
  - (a) the class and number of new shares to be issued;
  - (b) the method of determining the issue price of new shares and/or the issue price (including the price range);
  - (c) the starting and closing dates for the issue;
  - (d) the class and number of the new shares to be issued to existing shareholders; and
  - (e) the making or granting of offers, agreements and options which might be necessary for the exercise of such powers.
- (2) The approval in paragraph (1) shall authorise the Board of Directors to make or grant offers, agreements and options during the Relevant Period, which would or might be necessary for the exercise of such powers after the end of the Relevant Period.
- (3) The aggregate nominal amount of the new A Shares and new H Shares allotted, issued and dealt with conditionally or unconditionally (whether pursuant to an option or otherwise) by the Board of Directors pursuant to the approval in paragraph (1), other than the shares issued pursuant to a Rights Issue (as hereinafter defined) or any option scheme to purchase rights attached to the shares of the Company or similar arrangement, shall not exceed 20% of each of the A Shares and H Shares of the Company in issue as at the date of passing this resolution.

(4) In exercising the powers granted in paragraph (1), the Board of Directors must (a) comply with the Company Law and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed; and (b) obtain approval from the CSRC and other relevant PRC government departments.

(5) For the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the 12-month period following the passing of this resolution; and
- (c) the revocation or variation of the mandate granted under this resolution by a special resolution of the Shareholders at a Shareholders’ general meeting.

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.

(6) The Board of Directors, subject to the approval of the relevant authorities of the PRC and in accordance with the Company Law, shall be authorised to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (1) above.

(7) The Board of Directors shall be authorised to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issue and listing of new shares, provided that the same do not violate the relevant laws, administrative regulations and regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed, and the Articles of Association.

(8) Subject to the approval of the relevant PRC authorities, the Board of Directors shall be authorised to make amendments to the Articles of Association as appropriate and necessary after the completion of the allotment and issue of new shares according to the method of the allotment and issue of new shares by the Company, the type and number of new shares to be allotted and issued by the Company, and the actual shareholding structure of the Company at the time of completion of the allotment and issue of new shares, in order to reflect the changes in the share capital structure and the registered capital of the Company pursuant to the exercise of this mandate.

## Appendix VI PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed amendments to the Articles of Association (the “**Proposed Amendments**”) are as follow:

Existing Article					Amended Article				
<b>Record of Preparation of and Amendments to the Articles of Association</b>					<b>Record of Preparation of and Amendments to the Articles of Association</b>				
No.	Issues	Date of Decision	Meeting	Reference No. of Approval Document	No.	Issues	Date of Decision	Meeting	Reference No. of Approval Document
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)
.....					.....				
20	The 19 <sup>th</sup> amendment	12 May 2020	The annual general meeting of China Pacific Insurance (Group) Co., Ltd. for 2019	Approval by CBIRC of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Yin Bao Jian Fu (2020) No.378)	20	The 19 <sup>th</sup> amendment	12 May 2020	The annual general meeting of China Pacific Insurance (Group) Co., Ltd. for 2019	Approval by CBIRC of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Yin Bao Jian Fu (2020) No.378)
					<u>21</u>	<u>The 20<sup>th</sup> amendment</u>	<u>21 August 2020</u>	<u>The first extraordinary general meeting of China Pacific Insurance (Group) Co., Ltd. for 2020</u>	<u>Approval by CBIRC of the Amendments to the Articles of China Pacific Insurance (Group) Co., Ltd. (Yin Bao Jian Fu (2020) No. 932)</u>
<p><b>Article 21</b> Upon approval of the examination and approval authority authorised by the State Council, the Company may issue a total number of up to 9.062 billion ordinary shares.</p>					<p><b>Article 21</b> Upon approval of the examination and approval authority authorised by the State Council, the Company may issue a total number of up to <del>9.062 billion</del> <b><u>9,620,341,455</u></b> ordinary shares.</p>				

**Appendix VI PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Existing Article	Amended Article																																
<p><b>Article 22</b> .....</p> <p>The Company conducted a private placement of 462,000,000 overseas-listed foreign investment shares to the subscribers on 30 October 2012 according to the approval document issued by the CSRC (Zheng Jian Xu Ke [2012] No. 1424), which was completed on 14 November 2012 with such shares issued and listed on the HKSE.</p> <p>The Company has issued a total number of 9.062 billion ordinary shares, representing 100% of all the ordinary shares.</p> <p>.....</p> <p>As of 31 December 2016, the shareholding structure of the Company is as set out in the table below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">No.</th> <th style="text-align: center;">Class of shares</th> <th style="text-align: center;">Number of shares (share)</th> <th style="text-align: center;">Shareholding percentage</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Domestically listed domestic shares (A Shares) not subject to trading moratorium</td> <td style="text-align: center;">6,286,700,000</td> <td style="text-align: center;">69.37%</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Overseas listed foreign shares (H Shares) not subject to trading moratorium</td> <td style="text-align: center;">2,775,300,000</td> <td style="text-align: center;">30.63%</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total share capital</td> <td style="text-align: center;">9,620,341,455</td> <td style="text-align: center;">100.0%</td> </tr> </tbody> </table>	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		9,620,341,455	100.0%	<p><b>Article 22</b> .....</p> <p>The Company conducted a private placement of 462,000,000 overseas-listed foreign investment shares to the subscribers on 30 October 2012 according to the approval document issued by the CSRC (Zheng Jian Xu Ke [2012] No. 1424), which was completed on 14 November 2012 with such shares issued and listed on the HKSE.</p> <p><b><u>According to the approval document issued by the CSRC (Zheng Jian Xu Ke [2020] No. 1053) on 2 June 2020, the Company issued 111,668,291 Global Depositary Receipts (“GDR”s), which represent 558,341,455 ordinary shares based on the conversion ratio determined by the Company and were listed on the London Stock Exchange on 22 June 2020.</u></b></p> <p>The Company has issued a total number of <del>9.062 billion</del> <b>9,620,341,455</b> ordinary shares, representing 100% of all the ordinary shares.</p> <p>.....</p> <p><del>As of 31 December 2016, t</del>The shareholding structure of the Company is as set out in the table below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">No.</th> <th style="text-align: center;">Class of shares</th> <th style="text-align: center;">Number of shares (share)</th> <th style="text-align: center;">Shareholding percentage</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Domestically listed domestic shares (A Shares) not subject to trading moratorium</td> <td style="text-align: center;"><del>6,286,700,000</del> <b>6,845,041,455</b></td> <td style="text-align: center;"><del>69.37%</del> <b>71.15%</b></td> </tr> <tr> <td style="text-align: center;">2</td> <td>Overseas listed foreign shares (H Shares) not subject to trading moratorium</td> <td style="text-align: center;">2,775,300,000</td> <td style="text-align: center;"><del>30.63%</del> <b>28.85%</b></td> </tr> <tr> <td colspan="2" style="text-align: center;">Total share capital</td> <td style="text-align: center;"><del>9,062,000,000</del> <b>9,620,341,455</b></td> <td style="text-align: center;">100.0%</td> </tr> </tbody> </table>	No.	Class of shares	Number of shares (share)	Shareholding percentage	1	Domestically listed domestic shares (A Shares) not subject to trading moratorium	<del>6,286,700,000</del> <b>6,845,041,455</b>	<del>69.37%</del> <b>71.15%</b>	2	Overseas listed foreign shares (H Shares) not subject to trading moratorium	2,775,300,000	<del>30.63%</del> <b>28.85%</b>	Total share capital		<del>9,062,000,000</del> <b>9,620,341,455</b>	100.0%
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**Appendix VI PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Existing Article	Amended Article
<p><b>Article 25</b> The registered share capital of the Company shall be RMB9.062 billion.</p> <p>.....</p>	<p><b>Article 25</b> The registered share capital of the Company shall be RMB<del>9.062 billion</del> <b><u>9,620,341,455</u></b>.</p> <p>.....</p>
<p><b>Article 79</b> 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.</p> <p>.....</p>	<p><b>Article 79</b> 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, <b><u>and the GDR depositary, being the nominal holder of the underlying A shares represented by the depositary receipts of the Shanghai-London Stock Connect</u></b>, may express opinions according to the intentions of actual holders.</p> <p>.....</p>
<p><b>Article 126</b> The Board shall establish a Strategic and Investment Decision-Making Committee, an Audit Committee, a Nomination and Remuneration Committee, a Risk Management and Related Party Transaction Control Committee, a Technological Innovation and Consumer Rights Protection Committee and other special committees, as necessary.</p> <p>.....</p> <p>The Board's strategic and investment decision-making committee shall be composed of at least three Directors and be chaired by the Company's Chairman of Board.</p> <p>.....</p>	<p><b>Article 126</b> The Board shall establish a Strategic and Investment Decision-Making <b><u>&amp; ESG</u></b> Committee, an Audit Committee, a Nomination and Remuneration Committee, a Risk Management and Related Party Transaction Control Committee, a Technological Innovation and Consumer Rights Protection Committee and other special committees, as necessary.</p> <p>.....</p> <p>The Board's strategic and investment decision-making <b><u>&amp; ESG</u></b> committee shall be composed of at least three Directors and be chaired by the Company's Chairman of Board.</p> <p>.....</p>



## Appendix VI PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Article			Amended Article		
<p><b>Appendixes:</b></p> <p>.....</p> <p>(2) After the offering and listing of the Company's A shares, the changes in the Shareholders' shareholding of 5% or more of the equity interests in the Company (including Shareholder renaming) and related approval or record filing are set out below:</p>			<p><b>Appendixes:</b></p> <p>.....</p> <p>(2) After the offering and listing of the Company's A shares, the changes in the Shareholders' shareholding of 5% or more of the equity interests in the Company (including Shareholder renaming) and related approval or record filing are set out below:</p>		
Year	Approval or Record Filing	Description of Change in Shareholding	Year	Approval or Record Filing	Description of Change in Shareholding
2012	CIRC Bao Jian Fa Gai [2012] No. 112	Shanghai Tobacco Package Printing Co., Ltd. transferred its 47,124,930 shares to Shanghai Haiyan Investment Management Co., Ltd. Upon this transfer, Shanghai Haiyan Investment Management Co., Ltd. held 468,828,104 shares in the Company, while Shanghai Tobacco Package Printing Co., Ltd. ceased to hold any share in the Company.	2012	CIRC Bao Jian Fa Gai [2012] No. 112	Shanghai Tobacco Package Printing Co., Ltd. transferred its 47,124,930 shares to Shanghai Haiyan Investment Management Co., Ltd. Upon this transfer, Shanghai Haiyan Investment Management Co., Ltd. held 468,828,104 shares in the Company, while Shanghai Tobacco Package Printing Co., Ltd. ceased to hold any share in the Company.
			<u>2020</u>	<u>CPIC [2020] No. 113 "Report on the changes in the Shareholders holding 5% or more of the equity interests"</u>	<p><u>According to the approval document issued by the CSRC (Zheng Jian Xu Ke [2020] No. 1053) on 2 June 2020, the Company issued 111,668,291 GDRs, which represent 558,341,455 ordinary shares based on the conversion ratio determined by the Company and were listed on the London Stock Exchange on 22 June 2020 (the "Offering and Listing"). Upon completion of the Offering and Listing, the total share capital of the Company increased from 9,062,000,000 shares to 9,620,341,455 shares. Prior to the Offering and Listing, Shanghai Haiyan Investment Management Co., Ltd. held 468,828,104 shares in the Company, which represented 5.17% of the total share capital of the Company prior to the Offering and Listing. Upon completion of the Offering and Listing, the number of shares held by Shanghai Haiyan Investment Management Co., Ltd. in the Company remained unchanged, but the shareholding percentage has been diluted to 4.87%.</u></p>

Note: The Articles of Association are written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency between Chinese and English version, the Chinese version shall prevail.

Pursuant to the actual condition of the Company, the Company has made necessary amendments to the existing rules of procedure for Shareholders' general meetings ("**Proposed Amendments to the Rules of Procedure for Shareholders' General Meetings**") as follows:

**Article 40:**

Shareholders (including proxies) 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".

.....

**is amended as:**

Shareholders (including proxies) 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, **and the GDR depositary, being the nominal holder of the underlying A shares represented by the depositary receipts of the Shanghai-London 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".

.....

*Note:* The Rules of Procedure for Shareholders' General Meetings are written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency between Chinese and English version, the Chinese version shall prevail.