

21 May 2025

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

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

**Notice of the 2024 Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the 2024 annual general meeting ("AGM" or "**Annual General Meeting**") of China Pacific Insurance (Group) Co., Ltd. (the "**Company**") will be held at China Pacific Insurance (Group) Co., Ltd., 201 Tianlin Road, Xuhui District, Shanghai, on Wednesday, 11 June 2025 at 2:00 p.m. (Beijing Time), 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 2024
2. To consider and approve the report of the Board of Supervisors of the Company for the year 2024
3. To consider and approve the annual report of the Company for the year 2024
4. To consider and approve the financial statements and report of the Company for the year 2024
5. To consider and approve the proposed plan for profit distribution of the Company for the year 2024
6. To consider and approve the appointment of auditors of the Company for the year 2025
7. To consider and approve the external donations by the Company
8. To consider and approve the proposed election of Mr. HUANG Jinwen as an independent director of the tenth session of the Board of Directors

**AS SPECIAL RESOLUTIONS:**

9. To consider and approve the proposed plan for the profit distribution policy of the Company
10. To consider and approve the proposed grant of a general mandate by the general meeting to the Board of Directors to issue new Shares
11. To consider and approve the proposed grant of a general mandate by the general meeting to the Board of Directors to repurchase Shares

**REPORTS TO BE REVIEWED:**

12. In relation to the report on performance of Directors and appraisal results of the Company for the year 2024
13. In relation to the report on performance of Supervisors and appraisal results of the Company for the year 2024
14. In relation to the report on performance of Independent Directors of the Company for the year 2024
15. In relation to the special report on the status of related party transactions for the year 2024
16. In relation to the assessment report on internal transactions for the year 2024

For further detail on the above resolutions, please see the Appendices.

By Order of the Board of Directors  
**China Pacific Insurance (Group) Co., Ltd.**  
**FU Fan**  
*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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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company for the year 2024 to be held at China Pacific Insurance (Group) Co., Ltd., 201 Tianlin Road, Xuhui District, Shanghai at 2:00 p.m. on Wednesday, 11 June 2025
“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”	China Pacific Insurance (Group) Co., Ltd., a joint stock company incorporated in the PRC with limited liability
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“H Share(s)”	overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars

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## DEFINITIONS

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“Independent Director(s)” or “Independent Non-executive Director(s)”	independent non-executive Director(s) of the Company
“Latest Practicable Date”	16 May 2025, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“NFRA”	the National Financial Regulatory Administration
“Non-executive Director(s)”	non-executive Director(s) of the Company
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China, and Taiwan region
“RMB” or “Yuan”	the lawful currency of the PRC
“Share(s)”	A Share(s) and H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares of the Company
“SSE”	Shanghai Stock Exchange
“Stock Exchange” or “HKSE”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Hong Kong Securities and Futures Commission, as amended from time to time

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

**1. REPORTS OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS FOR THE YEAR 2024**

According to the requirements of the Company Law and the Articles of Association, it is the responsibility of the general meeting 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 2024 is set out in the sections headed "Business Overview, Chairman's Statement, Review and Analysis of Operating Results, Report of the Board of Directors and Significant Events and Corporate Governance" in the annual report of H Shares for the year 2024. The report of the Board of Supervisors for the year 2024 is set out in Appendix II to this circular.

**2. ANNUAL REPORT FOR THE YEAR 2024**

The Board proposes to approve the annual reports for the year 2024. The annual reports for the year 2024 were published on 27 March 2025 on the SSE website ([www.sse.com.cn](http://www.sse.com.cn)), published on 26 March 2025 on the London Stock Exchange website ([www.londonstockexchange.com](http://www.londonstockexchange.com)) and published on 22 April 2025 on the Stock Exchange website ([www.hkexnews.hk](http://www.hkexnews.hk)).

**3. FINANCIAL STATEMENTS AND REPORT FOR THE YEAR 2024**

The financial statements and report for the year 2024 is set out in the Company's annual report for the year 2024.

**4. PROPOSED PLAN FOR THE PROFIT DISTRIBUTION POLICY**

Regulatory policies have imposed higher requirements on the management of dividends for listed companies. In April 2024, the State Council issued the Several Opinions on Strengthening Regulation, Forestalling Risks and Promoting the High Quality Development of the Capital Market (《關於加強監管防範風險推動資本市場高質量發展的若干意見》), which strengthened the guidelines on dividend distribution for listed companies, including the enhancement of dividend distribution in terms of stability, sustainability and predictability. In November 2024, the China Securities Regulatory Commission issued the Guidelines for the Supervision of Listed Companies No. 10 – Market Value Management, which encourages the Board of Directors to formulate and disclose medium- and long-term dividend plans in accordance with the stage of the Company's development and operating conditions, so as to enhance investors' sense of gain.

Capital markets have been characterised by significant volatility in recent years. In order to enhance the stability, sustainability and predictability of the dividend, the dividend policy needs to be relatively robust in times of high volatility in the equity market. Taking the growth rate of operating profit attributable to shareholders of the parent company as the main reference for dividend distribution meets the requirements of robustness. In addition, in order to enhance investors' sense of gain and maintain business development, the dividend policy should take into account both positive investment contributions and solvency constraints.

Based on comprehensive consideration of regulatory environment changes and capital market volatility, it is proposed that the Group's profit distribution policy will be "anchored on operating profit, supplemented by dividend increases based on positive investment contributions, while fully considering solvency constraints".

#### **5. PROPOSED PLAN FOR PROFIT DISTRIBUTION FOR THE YEAR 2024**

The Company intends to distribute annual dividend of RMB1.08 per share (inclusive of tax) in cash, amounting to RMB10,389,968,771.40 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 2025. No transfer of capital reserve to share capital was applied for the year.

#### **6. APPOINTMENT OF AUDITORS FOR THE YEAR 2025**

The Board proposed to appoint Ernst & Young Hua Ming LLP as the auditor of financial reports and the internal control auditor for the year 2025, which also undertakes other obligations of the foreign auditor as required by the Hong Kong Listing Rules.

The Board will propose at the AGM to authorise the Board to determine its actual remunerations.

#### **7. EXTERNAL DONATIONS**

In order to demonstrate the responsibility of "Serving the National Interest and Fulfilling Our Commitment to the People in Insurance", the Company intends to focus on health and elderly care, rural revitalization, public charity, green and low-carbon, disaster relief and other fields in 2025, and the total amount of donations will not exceed RMB90.0 million (inclusive) (the "**Total 2025 Donations**").

According to relevant requirements of the Company, matters in which the total amount of external donation expenditure exceeds 5‰ (RMB48.1 million) of the registered capital of the Group shall be subject to consideration and approval at the general meeting.

It is hereby proposed to approve the above-mentioned Total 2025 Donations at the general meeting, and to authorise the chairman to approve and implement specific donations within the above-mentioned Total 2025 Donations except for external donations that have been authorised to be handled by other persons in accordance with company management documents.

**8. GRANT OF A GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE NEW SHARES**

The purpose of the resolution No. 10 as set out in the notice of AGM dated 22 May 2025 is to seek approval from the Shareholders by way of a special resolution in the AGM to grant a general mandate to the Board of Directors to issue new Shares of the Company subject to the applicable laws and regulations. Details of the resolution is set out in Appendix III to this circular.

**9. GRANT OF A GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE SHARES**

The purpose of the resolution No. 11 as set out in the notice of AGM dated 22 May 2025 is to seek approval from the Shareholders by way of a special resolution in the AGM to grant a general mandate to the Board of Directors to repurchase Shares subject to the applicable laws and regulations.

According to the provisions of the Company Law of the People's Republic of China, the Shares Repurchase Rules of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association, it is proposed to the general meeting to grant the following general mandate regarding the repurchase of Shares.

1. Subject to paragraph (1), (2) and (3), the Board of Directors shall be and is hereby granted unconditional general mandate during the Relevant Period (as defined below) to repurchase the A Shares and/or H Shares of the Company on terms that it deems appropriate, including but not limited to the Board, subject to relevant laws and regulations (as amended from time to time), formulating, modifying or terminating A Shares and/or H Shares repurchase scheme and handling all related matters. The Board of Directors shall have the right to authorize the authorized persons to handle all related matters according to the A Shares and/or H Shares repurchase scheme considered and approved by the Board of Directors. Such scheme shall be in compliance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and all applicable laws, regulations, and rules of any other government or regulatory authorities, and shall be subject to the approval at the Board meeting attended by more than two-thirds of Directors.
  - (1) the Company may repurchase A Shares only under the following circumstances: (a) the Shares shall be used for the employee stock ownership plan or equity incentive scheme; (b) the Shares shall be used for conversion of corporate bonds which are convertible into shares issued by the Company; (c) necessary to preserve the value of the Company and the interests of its Shareholders.

of which, item (c) shall be subject to the satisfaction of the conditions stipulated in the Shares Repurchase Rules of Listed Companies;

- (2) the number of A Shares and/or H Shares to be repurchased by the Company under the general mandate to repurchase A Shares and/or H Shares during the Relevant Period shall not exceed 1% of the respective number of the A Shares and/or H Shares of the Company in issue on the date of the approval of this resolution (excluding any treasury shares); and
  - (3) the repurchase scheme formulated by the Board under the general mandate to repurchase A Shares and/or H Shares as set out above shall include, among others, the Repurchase Period, the purpose, method, range of price, amount, capital source and repurchase amount.
- 2. For the purpose of this special resolution: “Relevant Period” means the period from the date of passing this resolution until the earliest of:
  - (1) the conclusion of the next annual general meeting of the Company after the passing of the special resolution;
  - (2) the day of the expiration of 12 months after the passing of the special resolution; or
  - (3) the day of the passing of a special resolution by the Shareholders of the Company at any general meeting to revoke or amend this special resolution to grant the mandate to the Board of Directors.
- 3. Subject to paragraph 1, the Board shall be and is hereby authorised to approve the change in the registered capital of the Company to reflect the number of Shares repurchased pursuant to the general mandate granted under paragraph 1 of this special resolution and to make such corresponding amendments to the Articles of Association as it deems appropriate and necessary to reflect the change in the registered capital of the Company and to take such necessary actions and to complete such necessary procedures to reflect the repurchase of Shares and the change in the registered capital of the Company in connection with paragraph 1 of this special resolution.

The explanatory statement of the resolution is set out in Appendix IV to this circular.



**10. PROPOSED ELECTION OF MR. HUANG JINWEN AS AN INDEPENDENT DIRECTOR OF THE TENTH SESSION OF THE BOARD OF DIRECTORS**

In accordance with the relevant requirements of the Company Law, the Articles of Association and Hong Kong Listing Rules, it is proposed to elect Mr. HUANG Jinwen (“**Mr. HUANG**”) as an Independent Non-executive Director of the tenth session of the Board, for a term of office until the expiry of that of the tenth session of the Board, and is eligible for re-election upon the expiry of the terms. The appointment of Mr. HUANG as an Independent Non-executive Director is subject to the approval of the Shareholders at the AGM and approval of regulatory authorities.

On the basis of the Company’s requirements about Independent Director, the Nomination and Remuneration Committee identified the candidate of Independent Director in the market through market-oriented employment channels, and collected information about the occupation, academic qualification, professional title, detailed work experience and all concurrent posts of the shortlisted candidates. After seeking consent of the nomination from the nominee, the Nomination and Remuneration Committee convened a meeting to review the qualification of the first-round nominees based on the employment conditions, and submitted a proposal and related documents of the candidate of Independent Director to the Board. Mr. HUANG confirmed in writing that he satisfied the requirements of independence under regulatory rules of the SSE, the HKSE and other authorities. Mr. HUANG further confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) that he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence. Subsequent to the factors above, the Board considers that Mr. HUANG is an independent person of the Company. The Board holds the opinion that candidate of Independent Director, Mr. HUANG, has professional qualifications and extensive experience in accounting, and will provide the Board with professional advice in relevant fields.

As such, Mr. HUANG is capable of providing valuable opinions to the Board in terms of audit, internal control and risk management, and diversity of Board members can be achieved through consideration of a number of factors, such as age, gender, cultural and educational background, or professional experience, skills and expertise upon his election as Independent Non-executive Director. The biographical details of Mr. HUANG are set out below for the Shareholders to make an informed decision on the relevant resolution at the AGM in accordance with the requirements of Rule 13.51(2) under the Hong Kong Listing Rules.

Mr. HUANG Jinwen, born in 1957, is currently a director of Lina Enterprises Limited.

Mr. HUANG was a partner of Ernst & Young Hua Ming LLP Guangzhou Branch, and prior to that, he worked for PricewaterhouseCoopers Sydney Branch in Australia and Ernst & Young Hong Kong Branch. Mr. HUANG also served as the consultant expert of Guangzhou Institute of Certified Public Accountants, a member of the Advisory Committee of Asia-Pacific Region of Ernst & Young and a member of the Advisory Committee of Greater China of Ernst & Young, and a vice chairman of the South China Committee of CPA Australia.

Mr. HUANG holds a bachelor's degree in economics, and is a fellow member of CPA Australia, a member of Institute of Chartered Accountants in Australia and a fellow member of Hong Kong Institute of Certified Public Accountants.

There is no service contract entered into between Mr. HUANG and the Company. The emoluments of Mr. HUANG will be determined according to relevant emolument policies of the Company. Upon the formal assumption of duties of the aforesaid Director, the Company will disclose his remuneration in the annual report in accordance with the requirements of regulatory authorities.

Save as disclosed above, Mr. HUANG did not hold any directorships in any other listed companies in the last three years nor any other positions in the Company or any of its subsidiaries, has no relationship with any Directors, Supervisors, senior management and substantial Shareholders of the Company, nor does he have any interests in the Shares within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

In addition, there is no information about Mr. HUANG required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

**11. REPORT ON PERFORMANCE OF DIRECTORS AND APPRAISAL RESULTS FOR THE YEAR 2024**

In accordance with the regulatory requirements of the relevant regulatory authorities, the Board of Supervisors of the Company assessed the performance of Directors and created the Report on Performance of Directors and Appraisal Results for the year 2024. Such report is set out in Appendix V to this circular for Shareholders' review but no approval by the Shareholders is required.

**12. REPORT ON PERFORMANCE OF SUPERVISORS AND APPRAISAL RESULTS FOR THE YEAR 2024**

Pursuant to the regulatory requirements of the relevant regulatory authorities, the Board of Supervisors of the Company assessed the performance of Supervisors and created the Report on Performance of Supervisors and Appraisal Results for the year 2024. Such report is set out in Appendix VI to this circular for Shareholders' review but no approval by the Shareholders is required.

**13. REPORT ON PERFORMANCE OF INDEPENDENT DIRECTORS FOR THE YEAR 2024**

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 2024 to the general meeting. Such report is set out in Appendix VII to this circular for Shareholders' review but no approval by the Shareholders is required.

**14. SPECIAL REPORT ON THE STATUS OF RELATED PARTY TRANSACTIONS FOR THE YEAR 2024**

Pursuant to the regulatory requirements of relevant regulatory authorities, the Board shall issue a report in respect of the status of related party transactions for the year 2024 at the general meeting. Such report is set out in Appendix VIII to this circular for Shareholders' review but no approval by the Shareholders is required.

**15. ASSESSMENT REPORT ON INTERNAL TRANSACTIONS FOR THE YEAR 2024**

Pursuant to the regulatory requirements of relevant regulatory authorities, the Board shall report to the general meeting the status of internal transactions for the year 2024. Such report is set out in Appendix IX to this circular for Shareholders' review but no approval by the Shareholders is required.

In 2024, 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, centred on the Company's requirement that "high-quality development is development with controllable risks", took the performance of duties in an effective manner and diligently fulfilled its duties as the principle of its work, closely followed up on the macroeconomic situation and regulatory policy requirements, and focused on finance, risks, performance of duties by Directors and senior management, internal control enhancement and others, so as to carry out supervision in accordance with the law, give full play to the independent supervisory role of the Board of Supervisors, and promote the improvement of corporate governance. The major work report of the Board of Supervisors for the year 2024 are as follows:

**I. WORK OF THE BOARD OF SUPERVISORS IN 2024****(i) Completion of the Renewal of the Board of Supervisors**

In 2024, in accordance with the relevant laws, regulations, and the Company's Articles of Association, the Company re-elected the shareholder representative supervisors and the employee representative supervisors, and elected a new Chairman and Vice Chairman of the Board of Supervisors. The 10th Board of Supervisors, based on the achievements of the 9th Board of Supervisors, upholds the principles of impartiality, independence and professionalism, continuously improves its operation mechanism, ensures it operates in a standardised manner, and carries out various supervisory work in accordance with laws and regulations, safeguarding the high-quality development of the Company.

**(ii) Effective Regulation of Operation of the Board of Supervisors**

In 2024, the Board of Supervisors convened 7 meetings in total (including 5 on-site meetings and 2 written circulations), where 39 resolutions have been considered and approved and 27 reports have been heard. 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, and fully expressed their opinions. 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>Incumbent supervisors</b>				
ZHU Yonghong	7	7	0	0
ZHOU Liyun	3	3	0	0
GU Qiang	7	7	0	0
DONG Zhiqiang	3	3	0	0
<b>Departed supervisors</b>				
JI Zhengrong	1	0	1	0
LU Ning	4	4	0	0

*Notes:*

- On 29 February 2024, the First Extraordinary General Meeting of 2024 of the Company elected Mr. ZHU Yonghong as a shareholder representative supervisor of the 10th session of the Board of Supervisors.
- On 28 May 2024, the employee representatives meeting of the Company elected Ms. ZHOU Liyun and Mr. GU Qiang to serve as the employee representative supervisors of the 10th session of the Board of Supervisors. The post qualification of Ms. ZHOU Liyun was approved by the National Financial Regulatory Administration in September 2024.
- On 6 June 2024, the Annual General Meeting of 2023 of the Company elected Mr. DONG Zhiqiang as a shareholder representative supervisor of the 10th session of the Board of Supervisors. The post qualification of Mr. DONG Zhiqiang was approved by the National Financial Regulatory Administration in September 2024.
- Mr. JI Zhengrong was unable to attend the 23rd meeting of the ninth session of the Board of Supervisors in person out of business reasons, and delegated Mr. GU Qiang to attend and vote on his behalf at the meeting.

On the basis of fully understanding the key businesses and operation of the Company, the Board of Supervisors carefully considered or heard the reports on profit distribution, financial statements, overall risk appraisal and management, development plans, compliance, internal audit, related party transactions, corporate governance, consumer rights protection, solvency, reputation risk and other various annual reports and resolutions, and on the basis of self-technical expertise and work experience, conducted supervision and guidance with the focus on compliance, risks and audit to ensure a scientific decision-making of the Company.

(iii) **Fully Displaying the Supervisory Function by Supervisors**

The Board of Supervisors actively carried out various supervisory tasks in accordance with laws and regulations and closely followed the regulatory requirements to promote the sustainable, healthy and stable development of the Company.

1. **Focusing on corporate governance and strengthening the supervision over the performance of duties by the Board and the senior management.** Supervisors attended the general meetings and Board meetings, and played a role in supervising the Board and the senior management 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, the implementation of regulatory opinions and accountability for rectification of problems; the Supervisors supervised and evaluated the performance of duties by the Company's Directors and Supervisors by means of such as information analysis, behavioural observation and questionnaire assessment, and monitored the incentive and restraint mechanism by following reports on the results of senior management performance appraisals and other means.
2. **Focusing on key areas and strengthening the supervision over the performance of duties by the Board and senior management on reputation risk, solvency risk management and consumer rights protection.** Firstly, the Supervisors supervised the performance of duties and responsibilities of the Board and senior management on reputation risk management by convening meetings of the Board of Supervisors to hear special reports and attending meetings of the Board; Secondly, the Supervisors regularly listened to the Company's quarterly operation and solvency report to keep abreast of the Company's operation, pay attention to the major solvency risks that may arise in the course of operation, and supervise the risk management performance of Directors and senior management; Thirdly, the Supervisors supervised the performance of duties by the Board and senior management in carrying out consumer protection work by listening to reports on consumer rights and interests, reports on the rectification of regulatory evaluations, and by attending the Board meetings.
3. **Strengthening financial supervision and safeguarding Shareholders' interests.** 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 duly performed its duties of

financial supervision by supervising the preparation and review procedures as well as content and format of reports in respect of their truthfulness, accuracy and promptness, 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.

4. **Reinforcing the supervision on internal control and improving the construction of risk management system.** The Board of Supervisors regularly received reports on the Company's internal control and internal audit work, paid attention to the optimization of the Company's internal control systems well as the management of the Board on the internal audit work, and regularly reviewed or listened to reports on risk management policy revisions, risk assessment, concentration risk, risk contagion management, etc. Through special reports, the Board of Supervisors continued to pay attention to the disposal of the five major areas and eight types of risks, and supervised the resolution of existing risks and prevention of new risks, to promote the Company's operation and development in compliance with the laws and regulations.
5. **Carrying out performance appraisal and promoting the standardised performance of Directors and Supervisors.** From January to March in 2024, the Board of Supervisors, in line with the principle of legal compliance, objectivity and impartiality, prudently formed appraisal opinions, completed the 2023 annual performance appraisal of 16 Directors and Supervisors of the Company within the prescribed time limit through information analysis, behavioural observation and questionnaire evaluation, combined with self-evaluation of Directors, self-evaluation of Supervisors and mutual evaluation, and formed the evaluation report on the performance of Directors and Supervisors, which was considered and approved by the meeting of the Board of Directors and Supervisors in March 2024 and submitted to regulators.
6. **Participating in thematic seminars and concerning the implementation of major business decisions.** Firstly, the Board of Supervisors attended seminars for Directors and Supervisors, inspected and researched branches in Sichuan, Jiangsu, Guangdong and Xiamen to fully understand the implementation of the Company's strategy and the development of grassroots business, and visited the Pacific Care Home in Xiamen, Chengdu and Nanjing Community to experience premium health and elderly caring services in depth; Secondly, the Board of Supervisors reviewed the Company's development strategic planning and implementation, listened to reports on the annual market strategy of subsidiaries, life insurance product strategy in the new environment, and development of the agricultural insurance market in the new situation, and conducted in-depth discussions and clarified the solution paths in combination with important matters in the course of the Company's operation and development.



**(iv) Active Participation in Different Trainings**

Supervisors took the initiative to adapt to the new situation and new requirements, and actively participated in the series of courses organised by the Insurance Association of China to enhance the ability of directors and supervisors of insurance institutions to perform their duties, and earnestly studied all the new regulatory regulations issued by the CSRC, the NFRA, the SSE and the HKSE, etc., to keep abreast of the industry environment and regulatory developments. Supervisors enriched and unblocked internal and external information collection channels, regularly researched and studied the *Briefing for Directors and Supervisors*, the *Operational Updates of the Board of Supervisors* and *Analyst Research Reports*, etc. to understand the policies and information related to the governance structure of the Company and the operation of the Board of Supervisors, and continuously strengthen their theoretical learning, capacity building and performance of their duties.

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

In 2024, the Board of Supervisors focused on the key performance of their duties and provided their independent opinions:

- 1. The Company was able to adhere to operation in compliance with the law.** 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 decision-making procedures of the Board of Directors and the senior 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 Company's financial statements.** The financial statements of the Company for the year were audited by Ernst & Young Hua Ming LLP, based on its independent auditing standards, who has 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 2024 audit report with standard unqualified opinion as audited and issued by the auditor was objective and fair, truly reflecting the financial conditions and operating results of the Company.

3. **During the Reporting Period, the use of proceeds was consistent with that in the Prospectus.** For details of the proceeds raised above, please refer to the section “Use of Proceeds Received from Issuance of GDRs” in the 2024 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 transactions.** The Board of Supervisors is of the view that during the Reporting Period, the Company’s related party transactions were fair and reasonable. The consideration, voting and disclosure procedures of related party transactions were 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 has 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 2025**

In 2025, global economic volatility and industry regulatory intensity continue to climb. The development of China's insurance industry is facing new strategic opportunities, new strategic tasks and new strategic environment, and risk prevention is the lifeline of insurance enterprises. Centred on the Company's goal of "building a first-class insurance and financial services group with international influence", the Board of Supervisors will accurately grasp the direction of supervision, strengthen the effectiveness of supervision, and steadfastly fulfil the supervision duties. The following areas are focused:

**(i) Performing supervisory duties in accordance with laws**

In strict accordance with the relevant national laws and regulations, the Board of Supervisors will convene meetings of the Board of Supervisors in accordance with the law, strengthen its supervision of the performance of its duties in the areas of finance, compliance and internal control by considering resolutions, listening to reports and reviewing reports, and supervise the Company's decision-making procedures and the performance of duties by Directors and senior management by attending Shareholders' general meetings and Board meetings, and reviewing the materials of meetings of the Board and its special committees, so as to promote the efficient operation of the governance mechanism.

**(ii) Improving the collaborative monitoring mechanism and enhancing the level of systematic management**

The Board of Supervisors will deepen the construction of the "Holistic Supervision" pattern, integrate the supervisory resources of the disciplinary inspection, audit, risk compliance and other departments, establish a cross-departmental joint meeting mechanism, and eliminate the supervisory blind zones and duplication through the sharing of information and clues. It will extend the priority of supervision to the front end of business, form a closed loop of the supervision chain, promote the establishment of a long-term mechanism, and achieve the transformation from "passive response" to "proactive governance".

**(iii) Conducting research and special inspections**

The Board of Supervisors will penetrate into front-line institutions and conduct research to grasp an understanding of Company's operation, risk compliance and internal control, give full play to the professional advantages of Supervisors in various fields, and pay attention to the progress in serving the national strategy, institutional mechanism reform, product and service innovation, and fulfilling social responsibilities of the Company. The Board of Supervisors will implement regulatory requirements, carry out special inspections on specific matters, actively explore forward-looking supervision, streamline and study risks, and achieve timely risk alerts and effective supervision and remediation to promote the Company's operation and development in compliance with the law.

**(iv) Advancing Supervisors' Performance of Duties**

The Board of Supervisors will actively attend various trainings organised by NFRA, Shanghai SASAC, SSE, the HKSE and other authorities to learn about relevant policies, regulations and regulatory developments and cutting-edge research achievements. The Board of Supervisors will fully enhance its ability to oversee complex operations and new types of risk, so as to research and study the monthly Briefing for *Directors and Supervisors* and *Analyst Research Reports*, keep abreast of all types of business management and other information required for the performance of its duties and to continuously improve the efficiency and level of supervision and strengthen its ability to perform its duties.

According to the provisions of the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association, it is proposed to the general meeting to grant the following general mandate regarding the issuance of Shares and the convertible corporate bonds.

1. Subject to paragraphs (1), (2) and (3), the Board of Directors shall be and is hereby granted unconditional general mandate during the Relevant Period (as defined below) to allot, issue and/or deal with, separately or concurrently, A Shares and/or H Shares, and/or securities, options, and warrants convertible into such Shares, or similar rights to subscribe for A Shares and/or H Shares of the Company, and to enter into or grant offers, agreements, options or conversion rights for such matters:
  - (1) such mandate shall not extend beyond the Relevant Period except that the Board of Directors, within the Relevant Period, may enter into or grant offers, agreements, options or conversion rights that are required or may be required to be conducted or exercised at or after the end of the Relevant Period;
  - (2) the respective numbers of the A Shares and/or H Shares and/or securities, options, and warrants convertible into such Shares, or similar rights to subscribe for A Shares and/or H Shares of the Company (including any sale or transfer of treasury shares), proposed to be allotted, issued and/or dealt with, or approved conditionally or unconditionally to be allotted, issued and/or dealt with, shall not exceed 20% of each of the A Shares and H Shares of the Company in issue (excluding any treasury shares) as at the date of passing this resolution at the general meeting; and
  - (3) the Board of Directors may only exercise the above mandate in compliance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and all applicable laws, regulations, and rules of any other government or regulatory authorities.

2. For the purpose of this special resolution: “Relevant Period” means the period from the date of passing this resolution until the earliest of:
  - (1) the conclusion of the next annual general meeting of the Company after the approval of the special resolution;
  - (2) the day of the expiration of 12 months after the approval of the special resolution; or
  - (3) the day of the approval of a special resolution by the Shareholders of the Company at any general meeting to revoke or amend this special resolution to grant the mandate to the Board of Directors.
3. Subject to paragraph 1, the Board shall be and is hereby authorised to approve the increase in the registered capital of the Company to reflect the number of Shares issued pursuant to the general mandate granted under paragraph 1 of this special resolution and to make such corresponding amendments to the Articles of Association as it deems appropriate and necessary to reflect the increase in the registered capital of the Company and to take such necessary actions and to complete such necessary procedures to reflect the issuance of Shares and the increase in the registered capital of the Company in connection with paragraph 1 of this special resolution.

This appendix is an explanatory statement made pursuant to the Hong Kong Listing Rules to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM to grant a general mandate to the Board to repurchase Shares.

### **1. REASONS FOR THE REPURCHASE OF SHARES**

The Directors are of the view that based on their confidence in the future development of the Company and recognition of the Company's value, in order to safeguard the interests of all Shareholders of the Company and to enhance the confidence of investors, the Company will exercise the general mandate to repurchase only when such repurchase is beneficial to the Company and its Shareholders in light of the market conditions and the funding arrangements.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares of the Company was 9,620,341,455, comprising 6,845,041,455 A Shares and 2,775,300,000 H Shares.

### **3. EXERCISE OF REPURCHASE MANDATE**

Subject to the approval of the special resolutions to be proposed at the AGM for the grant of a general mandate to the Board to repurchase Shares, the Board will be granted the Shares repurchase mandate for a period until the earliest of: (1) the conclusion of the next annual general meeting of the Company after the approval of the special resolution; (2) the day of the expiration of 12 months after the approval of the special resolution; or (3) the day of the approval of a special resolution by the Shareholders of the Company at any general meeting to revoke or amend this special resolution to grant the mandate to the Board.

Subject to the approval of the resolution for the grant of the general mandate to the Board of Directors to repurchase Shares, on the basis that no shares will be allotted, issued or repurchased by the Company on or prior to the date of the general meeting, the Company will be allowed under the repurchase general mandate to repurchase a maximum of 68,450,414 A Shares and/or 27,753,000 H Shares, accounting for 1% of the respective number of A Shares and/or H Shares of the Company in issue as at the date of the approval of this resolution (excluding any treasury shares).

#### 4. SOURCES OF FUNDING

In repurchasing Shares, the Company may only utilise the funds available for such purpose in accordance with the Articles of Association, the Hong Kong Listing Rules and the applicable laws and regulations of the PRC, as applicable.

The Directors recommend that, in the event of the repurchase of Shares, the Company's own funds will be appropriately utilised for such purpose.

#### 5. STATUS OF REPURCHASED SHARES

The purposes of the A Shares repurchased by the Company include, but not limited to, safeguarding the value of the Company and the interests of shareholders and other purposes permitted by laws and regulations. The Company may hold H Shares repurchased under the repurchase mandate as treasury shares depending on the circumstances prevailing at the time of the repurchase of Shares, such as market conditions, the purpose of the repurchase and its capital management requirements.

#### 6. MARKET PRICES OF SHARES

The highest and lowest prices at which the A Shares and H Shares were traded on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively, in each of the twelve months preceding the Latest Practicable Date are set out below:

	A Shares		H Shares	
	Lowest	Highest	Lowest	Highest
	<i>RMB</i>	<i>RMB</i>	<i>HK\$</i>	<i>HK\$</i>
<b>2024</b>				
May	26.42	30.12	16.90	23.30
June	27.51	29.36	18.98	22.20
July	27.12	29.87	15.58	21.15
August	26.83	30.16	17.62	21.10
September	29.23	39.35	18.88	30.60
October	35.87	43.01	25.65	33.35
November	33.09	39.50	23.60	28.75
December	32.93	37.39	23.45	28.10



	A Shares		H Shares	
	Lowest	Highest	Lowest	Highest
	<i>RMB</i>	<i>RMB</i>	<i>HK\$</i>	<i>HK\$</i>
<b>2025</b>				
January	30.42	34.09	21.30	25.00
February	30.87	33.48	22.40	25.80
March	30.11	33.55	22.25	27.30
April	28.70	32.89	19.94	25.35
May (up to the Latest Practicable Date)	29.85	35.12	20.95	24.90

## 7. GENERAL INFORMATION

The Directors consider that the exercise of the Share repurchase mandate in full at any time during the proposed repurchase period will not have any material adverse impact on the working capital or gearing ratio of the Company (as compared with that disclosed in the audited accounts contained in the annual report for the year ended 31 December 2024 published by the Company). However, the Directors will not propose to exercise the repurchase mandate to the extent that such repurchase would, in the opinion of the Directors from time to time, have a material adverse effect on the working capital requirements or gearing levels appropriate for the Company.

The Directors undertake that they will exercise the powers of the Company to repurchase Shares pursuant to the Share repurchase mandate in accordance with the applicable provisions of the Hong Kong Listing Rules, the Rules Governing the Listing of Shares on the Shanghai Stock Exchange, the Articles of Association, and the relevant PRC laws, rules and regulations.

None of the Directors or, to the best of their knowledge having made all reasonable inquiries, their close associates (as defined in the Hong Kong Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries under the repurchase mandate in the event that the relevant resolution is approved by the Shareholders.

No other core connected persons (as defined in the Hong Kong Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries in the event that the repurchase mandate is approved by the Shareholders, or have undertaken not to do so.

The Company hereby confirms that there are no unusual features in this Explanatory Statement and the proposed Share repurchase mandates.

**8. TAKEOVERS CODE**

If, as a result of Share repurchase by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition under the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert may obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the Directors' knowledge and belief, no consequences will arise under the Takeovers Code or any similar applicable law, as a result of any repurchases to be made under the Share repurchase mandate.

The Company currently has no intention of exercising the general mandate to repurchase Shares, resulting in the percentage of Shares held by the public falling below the minimum requirement set by the Stock Exchange (currently being 25% of the Company's total issued share capital).

In addition, the Directors will not repurchase Shares if such repurchase would be in breach of Rule 8.08 of the Hong Kong Listing Rules.

**9. REPURCHASE OF SHARES MADE BY THE COMPANY**

No repurchase of A Shares or H Shares has been made by the Company in the previous six months preceding the Latest Practicable Date (whether on the SSE, the HKSE or otherwise).

According to the relevant laws and regulations of the *Corporate Governance Standards for Banking or Insurance Institutions*, the *Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation)*, and the relevant provisions of the *Performance Appraisal and Accountability Measures for Directors and Supervisors* of the Company, the Company has supervised and evaluated the performance of duties of Directors for the year 2024, and the report is set out below:

## **I. PERFORMANCE APPRAISAL OF DIRECTORS**

The Board of Supervisors evaluated the performance of the Directors of the Company in 2024 by means of data analysis, behaviour observation, questionnaire evaluation, combined with the Directors' self-evaluation and Supervisors' evaluation. As of the end of 2024, the Board of the Company had 15 incumbent Directors, including 2 Executive Directors, 8 Non-executive Directors and 5 Independent Non-executive Directors. During the Reporting Period, Mr. XIE Weiqing and Mr. CAI Qiang, Non-executive Directors of the Company, had served for less than half a year, and their performance were not included in the scope of this evaluation.

### **(i) Performance of Directors' Duty of Loyalty**

During the Reporting Period, the Directors of the Company strictly adhered to their due diligence commitments in accordance with regulatory regulations and the requirements of the Company; truthfully informed of their own work and part-time work; timely reported their related relationships and changes. There were no acts of using his/her position and authority in the Company to seek personal interests, using related relationships to damage the interests of the Company, accepting illegitimate interests, divulging the secrets of the Company, etc.

### **(ii) Performance of Directors' Duty of Diligence**

During the Reporting Period, the Directors of the Company fulfilled their duties, attended the meetings of the Board and relevant Board committees on time, took the initiative to understand the operation and development of the Company, carefully reviewed the meeting materials, discussed the reviewed proposals and made independent, professional and objective judgments, so as to promote the scientific decision-making of the Board. They inspected and researched branches in Sichuan, Jiangsu, Guangdong and Xiamen to fully understand the implementation of the Company's strategy and the development of grassroots business, visited the Pacific Care Home in Xiamen, Chengdu and Nanjing Community to experience premium health and elderly caring services in depth, and held communication meetings between Independent Directors and the Chairman to deeply communicate and discuss matters related to the development of the Company.

In 2024, the Board of the Company convened 9 meetings (including 3 written circulation) in total. Directors were entitled to attend the meetings 121 times in total, of which 118 attendances were made in person, and the Director who was unable to attend the meetings in person out of business reasons delegated another Director to vote on his/her behalf in accordance with the regulations.

**(iii) Professional Performance of Directors**

The Directors of the Company generally have rich working experience and working background in international financial institutions, including senior executives of international leading insurance institutions, experts in capital operation, senior lawyers, senior audit experts, Internet marketing management experts, etc.

During the Reporting Period, the Directors of the Company earnestly studied the new regulatory regulations, studied the *Briefing for Directors and Supervisors of CPIC*, *Analyst Research Reports*, *Capital Market Newsletters* and risk audit and other relevant materials prepared by the Company, fully understood the Company's operation and management and the relevant policies and information of the operation of the Board, actively participated in the trainings organised by regulatory authorities, industry associations and the Company, and continuously improve the ability of performance of duties and expertise related to insurance policies and regulations.

**(iv) Independence and Code of Ethics of Directors' Performance of Duties**

During the Reporting Period, the Directors of the Company adhered to high standards of professional ethics in performing their duties, treated all Shareholders fairly, safeguarded the legitimate rights and interests of stakeholders, exercised voting rights independently and actively fulfilled social responsibilities.

**(v) Compliance of Directors' Performance of Duties**

During the Reporting Period, the Directors of the Company strictly complied with laws and regulations, regulatory provisions and the Articles of Association, attended the meetings of the Board in accordance with laws and regulations, and continued to standardise their performance of duties. The Company has been awarded the best practice cases of board of directors and sustainability of listed companies in the 2024 Best Practice Creation Campaign of Board of Directors and Sustainability of Listed Companies. Chairman Fu Fan received the "2024 Outstanding Director of Listed Companies Award" from the Hong Kong Institute of Directors.

In 2024, the Directors of the Company were not punished by the regulatory authorities for violating the compliance of duty performance.

**II. PERFORMANCE APPRAISAL RESULTS OF DIRECTORS**

The Board of Supervisors is of the opinion that: during the Reporting Period, the Directors of the Company were able to perform the duties entrusted by various laws and regulations, regulatory provisions and the Articles of Association, diligently perform various Directors' duties, participate in meetings and seminars, fully consider and discuss the Company's business performance and key concerns, make independent voting on the basis of prudent judgment, and face up to changes in the internal and external operating environment, regulatory policy adjustments, customer behaviour, and new technological advances, focusing on the main line of value, adhering to value-based and prudent management, and leading the Company to achieve healthy and sustainable development of its business.

The performance appraisal results of all of the 13 directors of the Company who participated in the appraisal in 2024 are "competent".

According to the relevant laws and regulations of the *Corporate Governance Standards for Banking or Insurance Institutions*, the *Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation)*, and the relevant provisions of the *Performance Appraisal and Accountability Measures for Directors and Supervisors* of the Company, the Company has supervised and evaluated the performance of duties of Supervisors for the year 2024, and the report is set out below:

## **I. PERFORMANCE APPRAISAL OF SUPERVISORS**

The Board of Supervisors evaluated the performance of the Supervisors of the Company in 2024 by means of data analysis, behaviour observation, questionnaire evaluation, combined with the Supervisors' self-evaluation and mutual evaluation. As of the end of 2024, the Board of Supervisors of the Company had 4 incumbent Supervisors, including 2 shareholder representative Supervisors and 2 employee representative Supervisors. During the Reporting Period, as Mr. DONG Zhiqiang, shareholder representative Supervisor, and Ms. ZHOU Liyun, employee representative Supervisor of the Company, had not been in office for more than half a year, they were not included in the scope of this appraisal. Mr. LU Ning resigned as shareholder representative Supervisor of the Company, but as he served for more than half a year, his performance is included in the scope of this appraisal.

### **(i) Performance of Supervisors' Duty of Loyalty**

During the Reporting Period, the Supervisors of the Company strictly adhered to their due diligence commitments in accordance with regulatory regulations and the requirements of the Company, truthfully informed of their own work and part-time work, timely reported their related relationships and changes. There were no acts of using his/her position and authority in the Company to seek personal interests, using related relationships to damage the interests of the Company, accepting illegitimate interests, divulging the secrets of the Company, etc.

**(ii) Performance of Supervisors' Duty of Diligence**

During the Reporting Period, the Supervisors of the Company fulfilled their duties, attended the meetings of the Board of Supervisors on time, carefully reviewed the meeting materials, fully reviewed the resolutions of the Board of Supervisors and expressed their opinions independently, professionally and objectively, so as to promote the effective supervision by the Board of Supervisors. Through attending the general meetings and meetings of the Board and relevant Board committees, the Board of Supervisors supervised the performance of the Board and the senior management; through monthly special reports, the Board of Supervisors continued to pay attention to the investigation of the five major areas and eight types of risks as well as the response plan for new risk events, supervised the Company to do a good job of major risk prediction and active prevention and control, and promoted the Company's development in compliance with the law; participated in special seminars, took into account the current operation and future plans of the Company, and conducted an in-depth discussion on important matters in the course of the Company's operation and development; carried out the performance evaluation of Directors and Supervisors in 2023 to strengthen the performance standards of Directors and Supervisors.

In 2024, the Board of Supervisors of the Company convened 7 meetings (including 2 written circulation) in total. Supervisors were entitled to attend the meetings 25 times in total, of which 24 attendances were made in person, and the Supervisor who was unable to attend the meetings in person out of business reasons delegated another Supervisor to vote on his/her behalf in accordance with the regulations.

**(iii) Professional Performance of Supervisors**

The Supervisors of the Company have relevant professional background and management experience in economic and financial enterprises, and have the professional knowledge required for their positions. During the Reporting Period, the Supervisors of the Company regularly studied the *Briefing for Directors and Supervisors*, the *Operational Updates of the Board of Supervisors* and *Analyst Research Reports*, understood the relevant policies of corporate governance and the operation of the Board of Supervisors of the Company; actively participated in the series of courses organised by the Insurance Association of China to continuously improve the ability and level of performance of duties; and earnestly studies all the new regulatory regulations issued by the CSRC, the NFRA, the SSE and the HKSE, etc., to keep abreast of the industry environment and regulatory developments.

**(iv) Independence and Code of Ethics of Supervisors' Performance of Duties**

During the Reporting Period, the Supervisors of the Company adhered to high standards of professional ethics in performing their duties, treated all Shareholders fairly, safeguarded the legitimate rights and interests of stakeholders, exercised voting rights independently, and actively fulfilled social responsibilities.

**(v) Compliance of Supervisors' Performance of Duties**

During the Reporting Period, the Supervisors of the Company complied with laws and regulations, regulatory provisions and the Articles of Association, attended the meetings of the Board of Supervisors in accordance with laws and regulations, continued to standardise their performance of duties, and promoted and supervised the law-abiding and compliant operation of the Company.

In 2024, the Supervisors of the Company were not punished by the regulatory authorities for violating the compliance of duty performance.

**II. PERFORMANCE APPRAISAL RESULTS OF SUPERVISORS**

The Board of Supervisors is of the opinion that: during the Reporting Period, the Supervisors of the Company were able to perform the duties entrusted by various laws and regulations, regulatory provisions and the Articles of Association, independently and prudently exercise supervisory functions and powers, diligently and professionally carry out supervisory work, promote the further improvement of the Company's corporate governance system, and jointly build a solid line of risk defence for high-quality development.

According to the review, in 2024, the appraisal results of the performance of Supervisor Zhu Yonghong, Supervisor Lu Ning and Supervisor Gu Qiang are "competent".



**Report on Performance of Independent Directors for 2024 (LIU Xiaodan)**

In 2024, I, LIU Xiaodan, performed my 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 former China Banking and Insurance Regulatory Commission, the *Measures for the Administration of Independent Directors of Listed Companies* promulgated by the CSRC, the *Rules Governing the Listing* of the Shanghai Stock Exchange and the *Rules Governing the Listing of Securities* on The Stock Exchange of Hong Kong Limited, and internal regulations, including the *Articles of Association*, and the *Terms of Reference for Independent Directors*, 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, insurants and minority Shareholders.

With expertise and capabilities necessary to perform the duties, I provided professional support for the decision-making of the Board with my professional background and rich experience. The report on my performance in 2024 is set out below:

**I. BASIC INFORMATION**

I currently serve 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, I 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, I worked at Peking University. I also served as a member of the 4th and 5th Committees for Mergers, Acquisitions, and Restructuring of China Securities Regulatory Commission. I hold a master's degree.

I am in compliance with the relevant requirements as stipulated in relevant laws, regulations and regulatory requirements including the *Company Law*, the *Measures for the Administration of Independent Directors of Listed Companies*, and the *Articles of Association*. There are no circumstances that would compromise my qualification as an independent director.

## II. PERFORMANCE OF INDEPENDENT DIRECTORS

## (i) Attendance of Meetings

## 1. The General Meetings

In 2024, the Company held a total of 3 general meetings, and I attended all these meetings in person.

Name of Independent Director	General meetings requiring attendance	Meetings attended in person	Percentage of attendance (%)	Absence
LIU Xiaodan	3	3	100	0

## 2. The Board Meetings

In 2024, the Company held a total of 9 Board meetings, and I attended 8 meetings in person. As I was unable to attend the 5th meeting of the 10th session of the Board of Directors due to other official business, I appointed Director Jiang Xuping in writing to attend and vote at the meeting on my behalf.

Name of Independent Director	Meetings requiring attendance	Meetings attended in person	Meetings attended by written circulation	Meetings attended by proxy	Absence	Notes
LIU Xiaodan	9	5	3	1	0	

**3. The Board Committees**

In 2024, I served as the chairperson of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee held a total of 6 meetings. I attended all these meetings in person.

	Strategic and Investment Decision- Making & ESG Committee (meetings held/meetings attended)	Audit and Related Party Transaction Control Committee (meetings held/meetings attended)	Nomination and Remuneration Committee (meetings held/meetings attended)	Risk Management Committee (meetings held/meetings attended)	Technological Innovation and Consumer Rights Protection Committee (meetings held/meetings attended)
Name of Independent Director					
LIU Xiaodan	/	/	6/6	/	/

**4. Separate communication meeting between the Chairman and independent directors**

On 26 April 2024, I attended a separate communication meeting with the Chairman and other independent directors in Xiamen, which was not attended by other directors and senior management, to have in-depth communication on corporate governance, operation and management, and risk compliance.

**5. Special meeting of independent directors**

On 27 December 2024, in accordance with the *Measures for the Administration of Independent Directors* of Listed Companies of the China Securities Regulatory Commission and the *Terms of Reference for Independent Directors* of the Company, the Company held the first special meeting of independent directors of the 10th Session of the Board of Directors in 2024. I attended the meeting and reviewed relevant proposals on related party transactions of the Company.

**(ii) Expression of Opinions**

The convening of the Board meetings and general meetings of the Company in 2024 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*. As an independent Director, I voted for the resolutions with full understanding of all the matters considered by the Board in 2024 after thorough discussions and prudent consideration of such matters. I did not raise any objection to the resolutions of the Board and relevant matters.

Meanwhile, I put forward various constructive opinions and recommendations regarding the strategic transformation, corporate governance, business operations, financial management, director nomination, appointment of senior management, internal control and risk compliance of the Company, among others, based on my own professional expertise and practical experience on the Board meetings and meetings of the Board committees in 2024. In these meetings, I participated in decision making of significant matters of the Company from my 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.

As the chairperson of the Nomination and Remuneration Committee, I convened and organised the meetings of the Nomination and Remuneration Committee, focusing on the review of issues such as the annual performance appraisal of senior management, the nomination of independent directors, the appointment of the Company's senior management, and the re-election of the Board. When evaluating the composition of the Board, I paid attention to the requirements for the diversity of the Board members, focusing on building a professional and diverse Board team and further improving the capability of the Board to make professional decisions.

The management of the Company was able to provide responses to my relevant questions, opinions and adopt my suggestions. There were no circumstances where I was prevented from expressing my opinions or my suggestions raised was rejected by the Company.

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

In accordance with the regulatory requirements and requirements on annual report as set out in the terms of reference for Independent Directors, I participated in the work related to the preparation of the annual report of the Company and duly performed my duty for the auditing of the 2024 annual report. In particular, I 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 the Operation of the Company through Various Channels**

In 2024, I performed my duty with due diligence by spending over 20 working days on-site at the Company. In addition to attending general meetings, meetings of the Board and its special committees, I also performed my duty by proactively gathering information on the Company's operations through various channels, including regularly obtaining corporate documents, listening to management reports, communicating with the head of the internal audit department and the accounting firm for the Company's audit, conducting on-site inspections, and engaging with minority Shareholders:

1. Attending the meetings of the Board and its special committees in person, listening to the management's report on operation and management. In 2024, with new changes in the Company's internal and external operating environment, regulatory policies and customer behaviours as well as new technological advances, I upheld the importance of the underlying value, strengthened the value-based operation and stable operation, and insisted that the Board should lead the Company to achieve a healthy and sustainable business development. I actively played the role of strategic decision-making and supervision and balances, fully discussed the Company's operating results and key concerns, and requested to continue to deepen the 3 key strategies, so as to more effectively serve the social development.

2. Taking into account the current operation and future plans of the Company, I actively implemented the new development concept, listened to special reports on the market strategy of property and life insurance in 2024, the development strategy of service-based marketing of life insurance, the development strategy of the property and agricultural insurance market under the new situation, the work of related party transaction control, and the changes in the financial regulatory situation and the response to such changes in 2024. I was deeply involved into the discussion to explore the resolutions for issues concerning the Company's business development. I expressed my affirmation of the Company's continuous advancement and active practice in reforming the institutional mechanism, innovating products and services, responding to new regulatory policies, fulfilling social responsibilities and serving national strategies.
3. I held a separate communication meeting with the chairman of the Board and other Independent Directors in Xiamen where other Directors and senior management did not participate, and conducted in-depth communication on corporate governance, business operation management and risk compliance, and others.
4. I visited and inspected the Pacific Care Home Xiamen Community to experience CPIC's premium health and elderly caring services. I researched the Guangzhou Greater Bay Area workplace and paid attention to the promotion of the Company's regional strategy. I strengthened my understanding and guidance of the Company's operation by attending special meetings of independent directors, communication meetings on performance appraisal, annual results conference and interviews with professional managers.
5. I 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. I paid attention to the protection of minority Shareholders by encouraging their communication with me and communicating with the markets through multiple channels including the performance briefing, investor hotlines and mailboxes.

7. I paid attention to improving my ability to perform my duties and broadening my professional knowledge of insurance-related rules and regulations. I attended the online training of regulatory authorities and the training sessions of the Company to continuously improve my ability to perform my duties. This year, I attended follow-up training for independent directors of listed companies. Meanwhile, with regard to the new regulatory rules issued by the CSRC, the NFRA, the SSE and the HKSE, I attended the interpretation and training organised by the Company to educate all directors and supervisors. In addition, in order to better perform my duties, I actively paid attention to regulatory developments in a timely manner through other means, studied the latest laws, regulations and regulatory rules, and kept abreast of regulatory developments.

In my view, the Company actively supports Independent Directors by facilitating timely and effective communication through various channels, thereby ensuring that Independent Directors can thoroughly understand the operation and management of the Company.

### **III. KEY CONCERNS REGARDING THE DUTY PERFORMANCE OF INDEPENDENT DIRECTORS**

On the basis of full understanding of the Company, I performed my duty with due diligence in an objective and prudent manner in 2024. I focused on the following key concerns regarding the duty performance and expressed independent opinions on certain major issues of my concerns in accordance with relevant requirements:

In 2024, I attended Board meetings on time, and understood the operation and management of the Company. I conducted investigation and obtained information and data necessary for making decisions and made independent and clear judgment on and expressed independent opinions in favour of matters including changes in significant accounting estimate, related party transactions, profit distribution, director nomination, appointment and dismissal of the senior management, chief financial officers and remuneration and performance assessment of the Directors and senior management of the Company.

In 2024, there was no external guarantee or misappropriation of funds of the Company. The use of proceeds was consistent with the use of proceeds as committed by the Company's general meeting and the resolution of the Board of Directors. For details of the use of the proceeds, please see the section titled "Use of Proceeds Received from Issuance of GDRs" in the 2024 annual report.

In 2024, 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 information required to be disclosed.

In 2024, the Company continued engaging Ernst & Young Hua Ming LLP as the auditor of financial statements and the auditor for the internal control, and to assume other duties required for overseas auditors in accordance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

In 2024, 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 2024 and an audit report was issued by the auditor. I am of the view that the Company has established a sound, 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 2024, the Board of the Company has duly performed its 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**

I am of the view that I have duly performed my functions and duties, and fulfilled my obligations to act with integrity and diligence pursuant to the laws and regulations and the provisions under the *Articles of Association* in 2024. I 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, I was concerned about the legal rights of the minority Shareholders. I made objective and impartial judgments on the issues to be resolved by the Board. I 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 facilitated the Board to make decisions in a scientific and objective manner, and helped maintain the sustainable, healthy and stable growth of the Company.

In 2025, I will continue to perform my duty faithfully and diligently to play an active role as an Independent Director 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.

**Report on Performance of Independent Directors for 2024 (LAM Tyng Yih, Elizabeth)**

In 2024, I, LAM Tyng Yih, Elizabeth, performed my 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 former China Banking and Insurance Regulatory Commission, the *Measures for the Administration of Independent Directors of Listed Companies* promulgated by the CSRC, the *Rules Governing the Listing* of the Shanghai Stock Exchange and the *Rules Governing the Listing of Securities* on The Stock Exchange of Hong Kong Limited, and internal regulations, including the *Articles of Association*, and the *Terms of Reference for Independent Directors*, 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, insureds and minority Shareholders.

With expertise and capabilities necessary to perform the duties, I provided professional support for the decision-making of the Board with my professional background and rich experience. The report on my performance in 2024 is set out below:

**I. BASIC INFORMATION**

I currently serve as Independent Non-executive Director of the Company, an independent non-executive director of Fubon Bank (Hong Kong) Limited, and director and honorary treasurer of HK Agency for Volunteer Service. Previously, I served as consultant and partner of Ernst & Young. I hold 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.

I am in compliance with the relevant requirements as stipulated in relevant laws, regulations and regulatory requirements including the *Company Law*, the *Measures for the Administration of Independent Directors of Listed Companies*, and the *Articles of Association*. There are no circumstances that would compromise my qualification as an independent director.

## II. PERFORMANCE OF INDEPENDENT DIRECTORS

## (i) Attendance of Meetings

## 1. The General Meetings

In 2024, the Company held a total of 3 general meetings, and I attended all meetings in person.

Name of Independent Director	General meetings requiring attendance	Meetings attended in person	Percentage of attendance (%)	Absence
LAM Tyng Yih, Elizabeth	3	3	100	0

## 2. The Board Meetings

In 2024, the Company held a total of 9 Board meetings, and I attended all the meetings in person.

Name of Independent Director	Meetings requiring attendance	Meetings attended in person	Meetings attended by written circulation	Meetings attended by proxy	Absence	Notes
LAM Tyng Yih, Elizabeth	9	6	3	0	0	

## 3. The Board Committees

In 2024, I served as the chairperson of the Audit and Related Party Transaction Control Committee and a member of the Risk Management Committee. The Audit and Related Party Transaction Control Committee held a total of 10 meetings and the Risk Management Committee held a total of 5 meetings. Except that I was unable to attend the first meeting of the Audit Committee of the 9th Session of the Board of Directors and the communication of the annual report of the independent directors for 2023 due to other official business, which I appointed Mr. JIANG Xuping to attend on my behalf, I attended all these meetings in person.

Name of Independent Director	Strategic and	Audit and			Technological
	Investment	Related Party			Innovation
	Decision-	Transaction	Nomination and	Risk	and Consumer
	Making & ESG	Control	Remuneration	Management	Rights
	Committee	Committee	Committee	Committee	Protection
	(meetings	(meetings	(meetings	(meetings	Committee
	held/meetings	held/meetings	held/meetings	held/meetings	(meetings
	attended)	attended)	attended)	attended)	attended)
LAM Tyng Yih, Elizabeth	/	10/9	/	5/5	/

**4. *Separate communication meeting between the chairman and Independent Directors***

On 26 April 2024, I held a separate communication meeting with the chairman of the Board and other Independent Directors in Xiamen where other Directors and senior management did not participate, and conducted in-depth communication on corporate governance, business operation management and risk compliance, and others.

**5. *Special meeting of independent directors***

On 27 December 2024, in accordance with the *Measures for the Administration of Independent Directors of Listed Companies* of the China Securities Regulatory Commission and the *Terms of Reference for Independent Directors* of the Company, the Company held the first special meeting of independent directors of the 10th Session of the Board of Directors in 2024. I attended the meeting and reviewed relevant proposals on related party transactions of the Company.

**(ii) Expression of Opinions**

The convening of the Board meetings and general meetings of the Company in 2024 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*. As an independent Director, I voted for the resolutions with full understanding of all the matters considered by the Board in 2024 after thorough discussions and prudent consideration of such matters. I did not raise any objection to the resolutions of the Board and relevant matters.

Meanwhile, I put forward various constructive opinions and recommendations regarding the strategic transformation, corporate governance, business operation, financial management, director nomination, appointment of senior management, internal control and risk compliance of the Company, among others, based on my own professional expertise and practical experience on the Board meetings and meetings of the Board committees in 2024. In these meetings, I participated in decision making of significant matters of the Company from my 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.

As the chairperson of the Audit and Related Party Transaction Control Committee, I paid special attention to the financial information of the Company and its disclosure, communication and review on internal and external audit work. I also performed supervisory and inspection duties over the management regarding business operation and internal control. At the same time, I paid attention to the management of related party transaction process and mechanism construction, and supervised the management, review and control of the Company's related party transactions.

As a member of the Risk Management Committee, my focus was on the identification, assessment, and control of risks in the Company's insurance operations, as well as the operational safety. I proposed the following suggestions: The Company should balance the relationship between short-term profit fluctuations and long-term net worth growth, and make flexible allocations as appropriate under the premise of strictly following the driving by strategic asset allocation, so as to maximise returns after effective risk control. At the same time, it should strengthen asset-liability management, coordinate the relationship between business development and asset allocation, consolidate the long-term capital replenishment mechanism and promote the benign development of capital management.

The management of the Company was able to provide responses to my relevant questions, opinions and adopt my suggestions. There were no circumstances where I was prevented from expressing my opinions or my suggestions raised was rejected by the Company.

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

In accordance with the regulatory requirements and requirements on annual report as set out in the terms of reference for Independent Directors, I participated in the work related to the preparation of the annual report of the Company and duly performed my duty for the auditing of the 2024 annual report. In particular, I 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 the Operation of the Company through Various Channels**

In 2024, I performed my duty with due diligence by spending over 20 working days on-site at the Company. In addition to attending general meetings, meetings of the Board and Board committee meetings, I also performed my duty by proactively gathering information on the Company's operations through various channels, including regularly obtaining corporate documents, listening to management reports, communicating with the head of the internal audit department and the accounting firm for the Company's audit, conducting on-site inspections, and engaging with minority Shareholders:

1. Attending the meetings of the Board and Board committee meetings in person, listening to the management's report on operation and management. In 2024, with new changes in the Company's internal and external operating environment, regulatory policies and customer behaviours as well as new technological advances, I upheld the importance of the underlying value, strengthened the value-based operation and stable operation, and insisted that the Board should lead the Company to achieve a healthy and sustainable business development. I actively played the role of strategic decision-making and supervision and balances, fully discussed the Company's operating results and key concerns, and requested to unify the cognition and strengthen the management to ensure the smooth implementation of the new accounting standards, and continue to deepen the 3 key strategies, so as to more effectively serve the social development.

2. Taking into account the current operation and future plans of the Company, I actively implemented the new development concept, listened to the reports of CPIC Life on the growth of core personnel, enhancing recruitment and training, bancassurance development and the team growth under the system of integrating products and services; listened to the special reports on the market strategy of property and life insurance in 2024, the development strategy of service-based marketing of life insurance, the development strategy of the property and agricultural insurance market under the new situation, the work of related party transaction control, and the changes in the financial regulatory situation and the response to such changes in 2024. I was deeply involved into the discussion to explore the resolutions for issues concerning the Company's business development. I expressed my affirmation of the Company's continuous advancement and active practice in reforming the institutional mechanism, innovating products and services, responding to new regulatory policies, fulfilling social responsibilities and serving national strategies.
3. I held a separate communication meeting with the chairman of the Board and other Independent Directors in Xiamen where other Directors and senior management did not participate, and conducted in-depth communication on corporate governance, business operation management and risk compliance, and others.
4. In addition, I paid special attention to the Company's internal control compliance and audit work. I strengthened my understanding about and guidance for the Company's business operation by attending the themed meeting of Independent Directors, special meeting of Independent Directors, communication meeting on the Group's performance appraisal, the Group's audit meeting, the annual results conference, the 1st CPIC Compliance Day, the evaluation meeting on the project of selecting and engaging the external auditor for Directors and senior management, and other events.
5. I 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. I paid attention to the protection of minority Shareholders by encouraging their communication with me and communicating with the markets through multiple channels including the performance briefing, investor hotlines and mailboxes.

7. I paid attention to improving my ability to perform my duties and broadening my professional knowledge of insurance-related rules and regulations. I attended the online training of regulatory authorities and the training sessions of the Company to continuously improve my ability to perform my duties. This year, I attended follow-up training for independent directors of listed companies and special training on key points and suggestions for independent directors of listed companies to perform anti-fraud duties organised by the SSE. Meanwhile, with regard to the new regulatory rules issued by the CSRC, the NFRA, the SSE and the HKSE, I attended the interpretation and training organised by the Company to educate all directors and supervisors. In addition, in order to better perform my duties, I actively paid attention to regulatory developments in a timely manner through other means, studied the latest laws, regulations and regulatory rules, and kept abreast of regulatory developments.

In my view, the Company actively supports Independent Directors by facilitating timely and effective communication through various channels, thereby ensuring that Independent Directors can thoroughly understand the operation and management of the Company.

### **III. KEY CONCERNS REGARDING THE DUTY PERFORMANCE OF INDEPENDENT DIRECTORS**

On the basis of full understanding of the Company, I performed my duty with due diligence in an objective and prudent manner in 2024. I focused on the following key concerns regarding the duty performance and expressed independent opinions on certain major issues of my concerns in accordance with relevant requirements:

In 2024, I attended Board meetings on time, and understood the operation and management of the Company. I conducted investigation and obtained information and data necessary for making decisions and made independent and clear judgment on and expressed independent opinions in favour of matters including changes in significant accounting estimate, related party transactions, profit distribution, director nomination, appointment and dismissal of the senior management, and remuneration and performance assessment of the Directors and senior management of the Company.

In 2024, there was no external guarantee or misappropriation of funds of the Company. The use of proceeds was consistent with the use of proceeds as committed by the Company's general meeting and the resolution of the Board. For details of the use of the proceeds, please see the section titled "Use of Proceeds Received from Issuance of GDRs" in the 2024 annual report.



In 2024, 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 information required to be disclosed.

In 2024, the Company continued engaging Ernst & Young Hua Ming LLP as the auditor of financial statements and the auditor for the internal control, and to assume other duties required for overseas auditors in accordance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

In 2024, 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 2024 and an audit report was issued by the auditor. I am of the view that the Company has established a sound, 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 2024, the Board of the Company has duly performed its 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**

I am of the view that I have duly performed my functions and duties, and fulfilled my obligations to act with integrity and diligence pursuant to the laws and regulations and the provisions under the *Articles of Association* in 2024. I 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, I was concerned about the legal rights of the minority Shareholders. I made objective and impartial judgments on the issues to be resolved by the Board. I 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 facilitated the Board to make decisions in a scientific and objective manner, and helped maintain the sustainable, healthy and stable growth of the Company.

In 2025, I will continue to perform my duty faithfully and diligently to play an active role as an Independent Director 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.

**Report on Performance of Independent Directors for 2024 (LO Yuen Man, Elaine)**

In 2024, I, LO Yuen Man, Elaine, performed my 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 former China Banking and Insurance Regulatory Commission, the *Measures for the Administration of Independent Directors of Listed Companies* promulgated by the CSRC, the *Rules Governing the Listing* of the Shanghai Stock Exchange and the *Rules Governing the Listing of Securities* on The Stock Exchange of Hong Kong Limited, and internal regulations, including the *Articles of Association*, and the *Terms of Reference for Independent Directors*, 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, insurant and minority Shareholders.

With expertise and capabilities necessary to perform the duties, I provided professional support for the decision-making of the Board with my professional background and rich experience. The report on my performance in 2024 is set out below:

**I. BASIC INFORMATION**

I currently serve as Independent Non-executive Director of the Company, the Chief Managing Partner of Jingtian & Gongcheng LLP in Hong Kong, and a non-executive director of the Hong Kong Urban Renewal Authority and the Chairman of its Land, Rehousing and Compensation Committee. Previously, I worked at Mayer Brown as the Chief Managing Partner in Hong Kong and the Board Chairman in Asia. I also ever served as an independent non-executive director of HSBC Provident Fund Trustee (Hong Kong) Limited and the Chairman of its Audit and Risk Committee. has been appointed by the Chief Executive of the Hong Kong Special Administrative Region to a number of advisory committees and statutory bodies, including the Advisory Committee on Post-Office Employment for Former Chief Executives and Politically Appointed Officials of the Hong Kong Special Administrative Region, the Executive Council of the Hong Kong Special Administrative Region, the Independent Commission on Remuneration for Members of the Legislative Council and Officials under the Political Appointment System, the Independent Commission on Remuneration for Members of the District Councils of the Hong Kong Special Administrative Region. I am a member of the Standing Commission on Civil Service Salaries and Conditions of Service of the Hong Kong Special Administrative Region, a member of the Hong Kong Women's Commission, a member of the Working Group on Professional Services of the

Hong Kong Economic Development Board, among others. I was awarded the Order of Merit by the Government of the Hong Kong Special Administrative Region in July 2021. I hold a university degree in law, a Bachelor of Laws degree with Honours, and is qualified to practise as a solicitor in Hong Kong, the United Kingdom, Australia and Singapore. I am also a China-appointed notary public appointed by the Ministry of Justice of the People's Republic of China.

I am in compliance with the relevant requirements as stipulated in relevant laws, regulations and regulatory requirements including the *Company Law*, the *Measures for the Administration of Independent Directors of Listed Companies*, and the *Articles of Association*. There are no circumstances that would compromise my qualification as an independent director.

## II. PERFORMANCE OF INDEPENDENT DIRECTORS

### (i) Attendance of Meetings

#### 1. The General Meetings

In 2024, the Company held a total of 3 general meetings, and I attended all meetings in person after taking my office.

Name of Independent Director	General meetings requiring attendance	Meetings attended in person	Percentage of attendance (%)	Absence
LO Yuen Man, Elaine	<u>3</u>	<u>3</u>	<u>100</u>	<u>0</u>

#### 2. The Board Meetings

In 2024, the Company held a total of 9 Board meetings, and I attended all the meetings in person.

Name of Independent Director	Meetings requiring attendance	Meetings attended in person	Meetings attended by written circulation	Meetings attended by proxy	Absence	Notes
LO Yuen Man, Elaine	<u>9</u>	<u>6</u>	<u>3</u>	<u>0</u>	<u>0</u>	<u></u>

**3. The Board Committees**

In 2024, I served as a member of the Audit and Related Party Transaction Control Committee and the Risk Management Committee. In 2024, the Audit and Related Party Transaction Control Committee held a total of 10 meetings, and the Risk Management Committee held a total of 5 meetings. I attended all these meetings in person.

Name of Independent Director	Strategic and	Audit and		Technological	
	Investment	Related Party		Innovation	
	Decision-	Transaction	Nomination and	Risk	Rights
	Making & ESG	Control	Remuneration	Management	Protection
	Committee	Committee	Committee	Committee	Committee
	(meetings	(meetings	(meetings	(meetings	(meetings
	held/meetings	held/meetings	held/meetings	held/meetings	held/meetings
	attended)	attended)	attended)	attended)	attended)
LO Yuen Man, Elaine	/	10/10	/	5/5	/

**4. Separate communication meeting between the chairman and Independent Directors**

On 26 April 2024, I held a separate communication meeting with the chairman of the Board and other Independent Directors in Xiamen where other Directors and senior management did not participate, and conducted in-depth communication on corporate governance, business operation management and risk compliance, and others.

**5. Special meeting of independent directors**

On 27 December 2024, in accordance with the *Measures for the Administration of Independent Directors of Listed Companies* of the China Securities Regulatory Commission and the *Terms of Reference for Independent Directors* of the Company, the Company held the first special meeting of independent directors of the 10th Session of the Board of Directors in 2024. I attended the meeting and reviewed relevant proposals on related party transactions of the Company.

**(ii) Expression of Opinions**

The convening of the Board meetings and general meetings of the Company in 2024 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*. As an independent Director, I voted for the resolutions with full understanding of all the matters considered by the Board in 2024 after thorough discussions and prudent consideration of such matters. I did not raise any objection to the resolutions of the Board and relevant matters.

Meanwhile, I put forward various constructive opinions and recommendations regarding the corporate governance, financial management, internal control and risk compliance of the Company, among others, based on my own professional expertise and practical experience on the Board meetings and meetings of the Board committees in 2024. In these meetings, I participated in decision making of significant matters of the Company from my 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.

As a member of the Risk Management Committee, I paid special attention to the compliance management and the risk management system. I put the emphasis on the SARMRA assessment results and the corresponding rectification. I proposed to regularly assess the risks faced by the Group through the existing system of risk appetite, tolerance and risk limits, and advised the Company to focus on cyber security risk monitoring.

As a member of the Audit and Related Party Transaction Control Committee, I placed a high importance on the Company's financial information and disclosure and carefully reviewed all regular reports. At the same time, I paid attention to the management of related party transaction process and mechanism construction, and supervised the management, review and control of the Company's related party transactions.

The management of the Company was able to provide responses to my relevant questions, opinions and adopt my suggestions. There were no circumstances where I was prevented from expressing my opinions or my suggestions raised was rejected by the Company.

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

In accordance with the regulatory requirements and requirements on annual report as set out in the terms of reference for Independent Directors, I participated in the work related to the preparation of the annual report of the Company and duly performed my duty for the auditing of the 2024 annual report. In particular, I 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 the Operation of the Company through Various Channels**

In 2024, I performed my duty with due diligence by spending over 20 working days on-site at the Company. In addition to attending general meetings, meetings of the Board and Board committee meetings, I also performed my duty by proactively gathering information on the Company's operations through various channels, including regularly obtaining corporate documents, listening to management reports, communicating with the head of the internal audit department and the accounting firm for the Company's audit, conducting on-site inspections, and engaging with minority Shareholders:

1. Attending the meetings of the Board and Board committee meetings in person, listening to the management's report on operation and management. In 2024, with new changes in the Company's internal and external operating environment, regulatory policies and customer behaviours as well as new technological advances, I upheld the importance of the underlying value, strengthened the value-based operation and stable operation, and insisted that the Board should lead the Company to achieve a healthy and sustainable business development. I actively played the role of strategic decision-making and supervision and balances, fully discussed the Company's operating results and key concerns, and requested to continue to deepen the 3 key strategies, so as to more effectively serve the social development.

2. Taking into account the current operation and future plans of the Company, I actively implemented the new development concept, listened to special reports on the market strategy of property and life insurance in 2024, the development strategy of service-based marketing of life insurance, the development strategy of the property and agricultural insurance market under the new situation, the work of related party transaction control, and the changes in the financial regulatory situation and the response to such changes in 2024. I was deeply involved into the discussion to explore the resolutions for issues concerning the Company's business development. I expressed my affirmation of the Company's continuous advancement and active practice in reforming the institutional mechanism, innovative products and services, responding to new regulatory policies, fulfilling social responsibilities and serving national strategies.
3. I held a separate communication meeting with the chairman of the Board and other Independent Directors in Xiamen where other Directors and senior management did not participate, and conducted in-depth communication on corporate governance, business operation management and risk compliance, and others.
4. I visited and researched the Pacific Care Home in Xiamen and Chengdu Community, and experienced CPIC's premium health and elderly caring services in depth. I surveyed CPIC Life Wuhou Branch and participated in the morning meeting of marketers, researched CPIC Life Chengdu Branch and paid attention to the work status of the frontline insurance organisations, visited CPIC Life Zhuhai Central Branch and the Guangzhou Greater Bay Area workplace, and paid attention to the promotion of the Company's regional strategy. In addition, I paid special attention to the Company's internal control compliance and audit work. I strengthened my understanding about and guidance for the Company's business operation by attending the themed meeting of Independent Directors, special meeting of Independent Directors, special communication meeting of the management, communication meeting on the Group's performance appraisal, the Group's audit meeting, the annual results conference, the 1st CPIC Compliance Day, and other events.
5. I 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. I paid attention to the protection of minority Shareholders by encouraging their communication with me and communicating with the markets through multiple channels including the performance briefing, investor hotlines and mailboxes.
7. I paid attention to improving my ability to perform my duties and broadening my professional knowledge of insurance-related rules and regulations. I attended the online training of regulatory authorities and the training sessions of the Company to continuously improve my ability to perform my duties. During the year, I attended follow-up training for independent directors of listed companies and special training on key points and suggestions for independent directors of listed companies to perform anti-fraud duties organised by the SSE. Meanwhile, with regard to the new regulatory rules issued by the CSRC, the NFRA, the SSE and the HKSE, I attended the interpretation and training organised by the Company to educate all directors and supervisors. In addition, in order to better perform my duties, I actively paid attention to regulatory developments in a timely manner through other means, studied the latest laws, regulations and regulatory rules, and kept abreast of regulatory developments.

In my view, the Company actively supports Independent Directors by facilitating timely and effective communication through various channels, thereby ensuring that Independent Directors can thoroughly understand the operation and management of the Company.

### **III. KEY CONCERNS REGARDING THE DUTY PERFORMANCE OF INDEPENDENT DIRECTORS**

On the basis of full understanding of the Company, I performed my duty with due diligence in an objective and prudent manner in 2024. I focused on the following key concerns regarding the duty performance and expressed independent opinions on certain major issues of my concerns in accordance with relevant requirements:

In 2024, I attended Board meetings on time, and understood the operation and management of the Company. I conducted investigation and obtained information and data necessary for making decisions and made independent and clear judgment on and expressed independent opinions in favour of matters including related party transactions, profit distribution, director nomination, appointment and dismissal of the senior management, chief financial officers and remuneration and performance assessment of the Directors and senior management of the Company.

In 2024, there was no external guarantee or misappropriation of funds of the Company. The use of proceeds was consistent with the use of proceeds as committed by the Company's general meeting and the resolution of the Board. For details of the use of the proceeds, please see the section titled "Use of Proceeds Received from Issuance of GDRs" in the 2024 annual report.

In 2024, 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 information required to be disclosed.

In 2024, the Company continued engaging Ernst & Young Hua Ming LLP as the auditor of financial statements and the auditor for the internal control, and to assume other duties required for overseas auditors in accordance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

In 2024, 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 2024 and an audit report was issued by the auditor. I am of the view that the Company has established a sound, 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 2024, the Board of the Company has duly performed its 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**

I am of the view that I have duly performed my functions and duties, and fulfilled my obligations to act with integrity and diligence pursuant to the laws and regulations and the provisions under the *Articles of Association* in 2024. I 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, I was concerned about the legal rights of the minority Shareholders. I made objective and impartial judgments on the issues to be resolved by the Board. I 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 facilitated the Board to make decisions in a scientific and objective manner, and helped maintain the sustainable, healthy and stable growth of the Company.

In 2025, I will continue to perform my duty faithfully and diligently to play an active role as an Independent Director 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.

**Report on Performance of Independent Directors for 2024 (JIANG Xuping)**

In 2024, I, JIANG Xuping, performed my 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 former China Banking and Insurance Regulatory Commission, the *Measures for the Administration of Independent Directors of Listed Companies* promulgated by the CSRC, the *Rules Governing the Listing* of the Shanghai Stock Exchange and the *Rules Governing the Listing of Securities* on The Stock Exchange of Hong Kong Limited, and internal regulations, including the *Articles of Association*, and the *Terms of Reference for Independent Directors*, 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, insurants and minority Shareholders.

With expertise and capabilities necessary to perform the duties, I provided professional support for the decision-making of the Board with my professional background and rich experience. The report on my performance in 2024 is set out below:

**I. BASIC INFORMATION**

I currently serve 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. I also serve pro bono as dean of the School of Internet Marketing and Management of Guizhou Forerunner College. Previously, I served as lecturer, associate professor, professor of School of Economics and Management of Tsinghua University. I hold a master's degree and the title of professor.

I am in compliance with the relevant requirements as stipulated in relevant laws, regulations and regulatory requirements including the *Company Law*, the *Measures for the Administration of Independent Directors of Listed Companies*, and the *Articles of Association*. There are no circumstances that would compromise my qualification as an independent director.

## II. PERFORMANCE OF INDEPENDENT DIRECTORS

## (i) Attendance of Meetings

## 1. The General Meetings

In 2024, the Company held a total of 3 general meetings, and I attended all meetings in person.

Name of Independent Director	General meetings requiring attendance	Meetings attended in person	Percentage of attendance (%)	Absence
JIANG Xuping	3	3	100	0

## 2. The Board Meetings

In 2024, the Company held a total of 9 Board meetings, and I attended all the meetings in person.

Name of Independent Director	Meetings requiring attendance	Meetings attended in person	Meetings attended by written circulation	Meetings attended by proxy	Absence	Notes
JIANG Xuping	9	6	3	0	0	

## 3. The Board Committees

In 2024, I served as the chairman of the Technological Innovation and Consumer Rights Protection Committee, a member of the Audit and Related Party Transaction Control Committee and a member of the Nomination and Remuneration Committee. The Technological Innovation and Consumer Rights Protection Committee held a total of 2 meetings, the Audit and Related Party Transaction Control Committee held a total of 10 meetings, and the Nomination and Remuneration Committee held a total of 6 meetings. I attended all these meetings in person.

Name of Independent Director	Strategic and	Audit and			Technological
	Investment	Related Party			Innovation
	Decision-	Transaction	Nomination and	Risk	and Consumer
	Making & ESG	Control	Remuneration	Management	Rights
	Committee	Committee	Committee	Committee	Protection
	(meetings	(meetings	(meetings	(meetings	Committee
	held/meetings	held/meetings	held/meetings	held/meetings	(meetings
	attended	attended)	attended)	attended)	attended)
JIANG Xuping	/	10/10	6/6	/	2/2

**4. *Separate communication meeting between the chairman and Independent Directors***

On 26 April 2024, I held a separate communication meeting with the chairman of the Board and other Independent Directors in Xiamen where other Directors and senior management did not participate, and conducted in-depth communication on corporate governance, business operation management and risk compliance, and others.

**5. *Special meeting of independent directors***

On 27 December 2024, in accordance with the *Measures for the Administration of Independent Directors of Listed Companies* of the China Securities Regulatory Commission and the *Terms of Reference for Independent Directors* of the Company, the Company held the first special meeting of independent directors of the 10th Session of the Board of Directors in 2024. I attended the meeting and reviewed relevant proposals on related party transactions of the Company.

**(ii) Expression of Opinions**

The convening of the Board meetings and general meetings of the Company in 2024 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*. As an independent Director, I voted for the resolutions with full understanding of all the matters considered by the Board in 2024 after thorough discussions and prudent consideration of such matters. I did not raise any objection to the resolutions of the Board and relevant matters.

Meanwhile, I put forward various constructive opinions and recommendations regarding the technology empowerment, consumer rights protection, internal audit, director nomination and appointment of senior management, internal control, and risk compliance of the Company, among others, based on my own professional expertise and practical experience on the Board meetings and meetings of the Board committees in 2024. In these meetings, I participated in decision making of significant matters of the Company from my 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.

As the chairman of the Technology Innovation and Consumer Rights Protection Committee, I am concerned about the Company's technology development strategy and consumer protection, and proposed that the Company's "Digital Consumer Protection" should pay attention to the premise of customer convenience, actively explore the combination of digital technology and consumer protection, expand the application of digital manpower, and improve the efficiency of communication between the Company and consumers to enhance customer satisfaction. I proposed that the technology work should be independent, while appropriately introducing external competition, which is conducive to improving the efficiency of the Company's internal work. In to the innovative work conducted independently by the Company's technology department, I proposed to strengthen the full participation of other business departments, closely integrate digitalisation with the insurance business, and better create value.

As a member of the Audit and Related Party Transaction Control Committee, I advised the Company to strengthen the management of personnel dispatched for equity investment and establish relevant systems to further improve the post-investment management of equity investment projects to avoid potential risks. The Company should also pay attention to the process management of related party transactions and the completeness of the list of related parties, and further control the risks by strengthening the construction of information systems and improving the management mechanism.

As a member of the Nomination and Remuneration Committee, I focused on reviewing topics such as the annual performance appraisal of senior management, nomination of independent directors, appointment of the Company's senior management members, and renewal of the Board of Directors. In assessing the composition of the Board of Directors, I highlighted the requirement for diversity in the Board of Directors, and the building of a professional and diversified Board team to further enhance the Board's professional decision-making capability.

The management of the Company was able to provide responses to my relevant questions, opinions and adopt my suggestions. There were no circumstances where I was prevented from expressing my opinions or my suggestions raised was rejected by the Company.

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

In accordance with the regulatory requirements and requirements on annual report as set out in the terms of reference for Independent Directors, I participated in the work related to the preparation of the annual report of the Company and duly performed my duty for the auditing of the 2024 annual report. In particular, I 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 the Operation of the Company through Various Channels**

In 2024, I performed my duty with due diligence by spending over 20 working days on-site at the Company. In addition to attending general meetings, meetings of the Board and Board committee meetings, I also performed my duty by proactively gathering information on the Company's operations through various channels, including regularly obtaining corporate documents, listening to management reports, communicating with the head of the internal audit department and the accounting firm for the Company's audit, conducting on-site inspections, and engaging with minority Shareholders:

1. Attending the meetings of the Board and Board committee meetings in person, listening to the management's report on operation and management. In 2024, with new changes in the Company's internal and external operating environment, regulatory policies and customer behaviours as well as new technological advances, I upheld the importance of the underlying value, strengthened the value-based operation and stable operation, and insisted that the Board should lead the Company to achieve a healthy and sustainable business development. I actively played the role of strategic decision-making and supervision and balances, fully discussed the Company's operating results and key concerns, and requested to continue to deepen the 3 key strategies, so as to more effectively serve the social development.
2. Taking into account the current operation and future plans of the Company, I actively implemented the new development concept, listened to special reports on the market strategy of property and life insurance in 2024, the development strategy of service-based marketing of life insurance, the development strategy of the property and agricultural insurance market under the new situation, the work of related party transaction control, and the changes in the financial regulatory situation and the response to such changes in 2024. I was deeply involved into the discussion to explore the resolutions for issues concerning the Company's business development. I expressed my affirmation of the Company's continuous advancement and active practice in reforming the institutional mechanism, innovating products and services, responding to new regulatory policies, fulfilling social responsibilities and serving national strategies.
3. I held a separate communication meeting with the chairman of the Board and other Independent Directors in Xiamen where other Directors and senior management did not participate, and conducted in-depth communication on corporate governance, business operation management and risk compliance, and others.

4. I visited and inspected Pacific Care Home in Xiamen, Nanning Community to experience CPIC's premium health and elderly caring services. I surveyed CPIC Life Wuhou Branch and participated in the morning meeting of marketers, paying attention to the work status of the frontline insurance organisations; visited CPIC Life Zhuhai Central Branch and the Guangzhou Greater Bay Area workplace, paying attention to the promotion of the Company's regional strategy. I strengthened my understanding about and guidance for the Company's business operation by attending the themed meeting of Independent Directors, special meeting of Independent Directors, annual work meeting of the Company, the annual results conference, interviews with professional managers, and other events.
5. I 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. I paid attention to the protection of minority Shareholders by encouraging their communication with me and communicating with the markets through multiple channels including the performance briefing, investor hotlines and mailboxes.
7. I paid attention to improving my ability to perform my duties and broadening my professional knowledge of insurance-related rules and regulations. I attended the online training of regulatory authorities and the training sessions of the Company to continuously improve my ability to perform my duties. This year, I attended follow-up training for independent directors of listed companies and special training on key points and suggestions for independent directors of listed companies to perform anti-fraud duties organised by the SSE. Meanwhile, with regard to the new regulatory rules issued by the CSRC, the NFRA, the SSE and the HKSE, I attended the meeting organised by the Company to educate all directors and supervisors. In addition, in order to better perform my duties, I also kept abreast of regulatory updates by studying the latest laws, rules and regulations.

In my view, the Company actively supports Independent Directors by facilitating timely and effective communication through various channels, thereby ensuring that Independent Directors can thoroughly understand the operation and management of the Company.

**III. KEY CONCERNS REGARDING THE DUTY PERFORMANCE OF INDEPENDENT DIRECTORS**

On the basis of full understanding of the Company, I performed my duty with due diligence in an objective and prudent manner in 2024. I focused on the following key concerns regarding the duty performance and expressed independent opinions on certain major issues of my concerns in accordance with relevant requirements:

In 2024, I attended Board meetings on time, and understood the operation and management of the Company. I conducted investigation and obtained information and data necessary for making decisions and made independent and clear judgment on and expressed independent opinions in favour of matters including related party transactions, profit distribution, director nomination, appointment and dismissal of the senior management, chief financial officers and remuneration and performance assessment of the Directors and senior management of the Company.

In 2024, there was no external guarantee or misappropriation of funds of the Company. The use of proceeds was consistent with the use of proceeds as committed by the Company's general meeting and the resolution of the Board. For details of the use of the proceeds, please see the section titled "Use of Proceeds Received from Issuance of GDRs" in the 2024 annual report.

In 2024, 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 information required to be disclosed.

In 2024, the Company continued engaging Ernst & Young Hua Ming LLP as the auditor of financial statements and the auditor for the internal control, and to assume other duties required for overseas auditors in accordance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

In 2024, 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 2024 and an audit report was issued by the auditor. I am of the view that the Company has established a sound, 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 2024, the Board of the Company has duly performed its 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**

I am of the view that I have duly performed my functions and duties, and fulfilled my obligations to act with integrity and diligence pursuant to the laws and regulations and the provisions under the *Articles of Association* in 2024. I 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, I was concerned about the legal rights of the minority Shareholders. I made objective and impartial judgments on the issues to be resolved by the Board. I 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 facilitated the Board to make decisions in a scientific and objective manner, and helped maintain the sustainable, healthy and stable growth of the Company.

In 2025, I will continue to perform my duty faithfully and diligently to play an active role as an Independent Director 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.

**Report on Performance of Independent Directors for 2024 (CHIN Hung I David)**

In 2024, I, CHIN Hung I David, performed my 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 former China Banking and Insurance Regulatory Commission, the *Measures for the Administration of Independent Directors of Listed Companies* promulgated by the CSRC, the *Rules Governing the Listing* of the Shanghai Stock Exchange and the *Rules Governing the Listing of Securities* on The Stock Exchange of Hong Kong Limited, and internal regulations, including the *Articles of Association*, and the *Terms of Reference for Independent Directors*, 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, insurants and minority Shareholders.

With expertise and capabilities necessary to perform the duties, I provided professional support for the decision-making of the Board with my professional background and rich experience. The report on my performance in 2024 is set out below:

**I. BASIC INFORMATION**

I currently serve as Independent Non-executive Director of the Company. I was previously head of UBS Investment Bank Asia Pacific and President of UBS Group China, and head of Asia Investment Banking Department of UBS. I was also a non-executive director of Postal Savings Bank of China (SSE stock code: 601658, HKSE stock code: 01658) listed on the SSE and the HKSE. Previously, I also worked for S. G. Warburg and PricewaterhouseCoopers in London. I hold a professional accountancy qualification in the United Kingdom. I graduated from Cambridge University with a Master of Arts degree.

I am in compliance with the relevant requirements as stipulated in relevant laws, regulations and regulatory requirements including the *Company Law*, the *Measures for the Administration of Independent Directors of Listed Companies*, and the *Articles of Association*. There are no circumstances that would compromise my qualification as an independent director.

## II. PERFORMANCE OF INDEPENDENT DIRECTORS

## (i) Attendance of Meetings

1. *The General Meetings*

In 2024, the Company held a total of 3 general meetings, and I attended all the meetings in person.

Name of Independent Director	General meetings requiring attendance	Meetings attended in person	Percentage of attendance (%)	Absence
CHIN Hung I David	<u>3</u>	<u>3</u>	<u>100</u>	<u>0</u>

2. *The Board Meetings*

In 2024, the Company held a total of 9 Board meetings, and I attended all the Board meetings.

Name of Independent Director	Meetings requiring attendance	Meetings attended in person	Meetings attended by written circulation	Meetings attended by proxy	Absence	Notes
CHIN Hung I David	<u>9</u>	<u>6</u>	<u>3</u>	<u>0</u>	<u>0</u>	<u></u>

3. *The Board Committees*

In 2024, I served as a member of the Strategic and Investment Decision-Making & ESG Committee and the Nomination and Remuneration Committee of the Company's Board of Directors. The Strategic and Investment Decision-Making & ESG Committee held 4 meetings and the Nomination and Remuneration Committee held 6 meetings (I should attend 5 meetings). I attended all these meetings in person.

Name of Independent Director	Strategic and	Audit and		Technological	
	Investment	Related Party		Innovation	
	Decision-	Transaction	Nomination and	and Consumer	
	Making & ESG	Control	Remuneration	Rights	
	Committee	Committee	Committee	Protection	
	(meetings	(meetings	(meetings	Committee	
	held/meetings	held/meetings	held/meetings	(meetings	
	attended)	attended)	attended)	attended)	attended)
CHIN Hung I David	4/4	/	5/5	/	/

*Note:* At the First meeting of the 10th Session of the Board of Directors held on 29 February 2024, Ms. LIU Xiaodan, Mr. WANG Tayu, Mr. CHIN Hung I David and Mr. JIANG Xuping were elected as members of the Nomination and Remuneration Committee of the 10th Session of the Board of Directors.

**4. *Separate communication meeting between the Chairman and independent directors***

On 26 April 2024, I attended a separate communication meeting with the Chairman and other independent directors in Xiamen, which was not attended by other directors and senior management, to have in-depth communication on corporate governance, operation and management, and risk compliance.

**5. *Special meeting of independent directors***

On 27 December 2024, in accordance with the *Measures for the Administration of Independent Directors of Listed Companies* of the China Securities Regulatory Commission and the *Terms of Reference for Independent Directors* of the Company, the Company held the first special meeting of independent directors of the 10th Session of the Board of Directors in 2024. I attended the meeting and reviewed relevant proposals on related party transactions of the Company.

**(ii) Expression of Opinions**

The convening of the Board meetings and general meetings of the Company in 2024 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. As an independent Director, I voted for the resolutions with full understanding of all the matters considered by the Board in 2024 after thorough discussions and prudent consideration of such matters. I did not raise any objection to the resolutions of the Board and relevant matters.

Meanwhile, I put forward various constructive opinions and recommendations regarding the strategic transformation, ESG, corporate governance, business operations, financial management, director nomination, appointment of senior management, internal control and risk compliance of the Company, among others, based on my own professional expertise and practical experience on the Board meetings and meetings of the Board committees in 2024. In these meetings, I participated in decision making of significant matters of the Company from my 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.

As a member of the Strategic and Investment Decision-Making & ESG Committee, I assisted the Company in amending and enforcing the Articles of Association, refining the systems including the Rules of Procedure of the General Meetings, and improving the operational mechanism of corporate governance to enhance the effectiveness of corporate governance. I focused on the implementation of the strategy of the Company, and proposed the Company to learn from the best ESG practices of leading international companies.

As a member of the Nomination and Remuneration Committee, I was concerned with matters relating to the remuneration and performance appraisal of the Company's directors and senior management. I selected and reviewed candidates for directors and senior management and their post qualifications, and made recommendations on the selection criteria and procedures.

The management of the Company was able to provide responses to my relevant questions, opinions and adopt my suggestions. There were no circumstances where I was prevented from expressing my opinions or my suggestions raised was rejected by the Company.



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

In accordance with the regulatory requirements and requirements on annual report as set out in the terms of reference for Independent Directors, I participated in the work related to the preparation of the annual report of the Company and duly performed my duty for the auditing of the 2024 annual report. In particular, I 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 the Operation of the Company through Various Channels**

In 2024, I performed my duty with due diligence by spending over 20 working days on-site at the Company. In addition to attending general meetings, meetings of the Board and its special committees, I also performed my duty by proactively gathering information on the Company's operations through various channels, including regularly obtaining corporate documents, listening to management reports, communicating with the head of the internal audit department and the accounting firm for the Company's audit, conducting on-site inspections, and engaging with minority Shareholders:

1. Attending the meetings of the Board and its special committees in person, listening to the management's report on operation and management. In 2024, with new changes in the Company's internal and external operating environment, regulatory policies and customer behaviours as well as new technological advances, I upheld the importance of the underlying value, strengthened the value-based operation and stable operation, and insisted that the Board should lead the Company to achieve a healthy and sustainable business development. I actively played the role of strategic decision-making and supervision and balances, fully discussed the Company's operating results and key concerns, and requested to continue to deepen the 3 key strategies, so as to more effectively serve the social development.

2. Taking into account the current operation and future plans of the Company, I actively implemented the new development concept, listened to special reports on the market strategy of property and life insurance in 2024, the development strategy of service-based marketing of life insurance, the development strategy of the property and agricultural insurance market under the new situation, the work of related party transaction control, and the changes in the financial regulatory situation and the response to such changes in 2024. I was deeply involved into the discussion to explore the resolutions for issues concerning the Company's business development. I expressed my affirmation of the Company's continuous advancement and active practice in reforming the institutional mechanism, innovating products and services, responding to new regulatory policies, fulfilling social responsibilities and serving national strategies.
3. I held a separate communication meeting with the chairman of the Board and other Independent Directors in Xiamen where other Directors and senior management did not participate, and conducted in-depth communication on corporate governance, business operation management and risk compliance, and others.
4. I visited and researched the Pacific Care Home in Xiamen and Nanjing Community, and experienced CPIC's premium health and elderly caring services in depth. I surveyed CPIC Life Wuhou Branch and participated in the morning meeting of marketers; researched CPIC Life Chengdu Branch, paying attention to the work status of the frontline insurance organisations; visited CPIC Life Zhuhai Central Branch and the Guangzhou Greater Bay Area workplace, paying attention to the promotion of the Company's regional strategy. In addition, I paid special attention to the Company's internal control compliance and audit work. I strengthened my understanding about and guidance for the Company's business operation by attending the themed meeting of Independent Directors, special meeting of Independent Directors, special communication meeting with the management and annual auditing accountants, the annual results conference, special communication meeting with the management, and other events.
5. I 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. I paid attention to the protection of minority Shareholders by encouraging their communication with me and communicating with the markets through multiple channels including the performance briefing, investor hotlines and mailboxes.
7. I paid attention to improving my ability to perform my duties and broadening my professional knowledge of insurance-related rules and regulations. I attended the online training of regulatory authorities and the training sessions of the Company to continuously improve my ability to perform my duties. This year, I attended follow-up training for independent directors of listed companies and special training on key points and suggestions for independent directors of listed companies to perform anti-fraud duties organised by the SSE. Meanwhile, with regard to the new regulatory rules issued by the CSRC, the NFRA, the SSE and the HKSE, I attended the interpretation and training organised by the Company to educate all directors and supervisors. In addition, in order to better perform my duties, I actively paid attention to regulatory developments in a timely manner through other means, studied the latest laws, regulations and regulatory rules, and kept abreast of regulatory developments.

In my view, the Company actively supports Independent Directors by facilitating timely and effective communication through various channels, thereby ensuring that Independent Directors can thoroughly understand the operation and management of the Company.

### **III. KEY CONCERNS REGARDING THE DUTY PERFORMANCE OF INDEPENDENT DIRECTORS**

On the basis of full understanding of the Company, I performed my duty with due diligence in an objective and prudent manner in 2024. I focused on the following key concerns regarding the duty performance and expressed independent opinions on certain major issues of my concerns in accordance with relevant requirements:

In 2024, I attended Board meetings on time, and understood the operation and management of the Company. I conducted investigation and obtained information and data necessary for making decisions and made independent and clear judgment on and expressed independent opinions in favour of matters including changes in significant accounting estimate, related party transactions, profit distribution, director nomination, appointment and dismissal of the senior management, chief financial officers and remuneration and performance assessment of the Directors and senior management of the Company.

In 2024, there was no external guarantee or misappropriation of funds of the Company. The use of proceeds was consistent with the use of proceeds as committed by the Company's general meeting and the resolution of the Board of Directors. For details of the use of the proceeds, please see the section titled "Use of Proceeds Received from Issuance of GDRs" in the 2024 annual report.

In 2024, 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 information required to be disclosed.

In 2024, the Company continued engaging Ernst & Young Hua Ming LLP as the auditor of financial statements and the auditor for the internal control, and to assume other duties required for overseas auditors in accordance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

In 2024, 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 2024 and an audit report was issued by the auditor. I am of the view that the Company has established a sound, 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 2024, the Board of the Company has duly performed its 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**

I am of the view that I have duly performed my functions and duties, and fulfilled my obligations to acting with integrity and diligence pursuant to the laws and regulations and the provisions under the *Articles of Association* in 2024. I 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, I was concerned about the legal rights of the minority Shareholders. I made objective and impartial judgments on the issues to be resolved by the Board. I 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 facilitated the Board to make decisions in a scientific and objective manner, and helped maintain the sustainable, healthy and stable growth of the Company.

In 2025, I will continue to perform my duty faithfully and diligently to play an active role as an Independent Director 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.

According to the *Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions* (CBIRC Order No. 1 [2022]) issued by the China Banking and Insurance Regulatory Commission (the “CBIRC”), “The board of directors of banking and insurance institutions shall make annual special report on the overall status of related party transactions to the shareholders’ (general) meeting and submit to the CBIRC or its dispatched institutions”. The status of related party transactions of China Pacific Insurance (Group) Co., Ltd. (the “Company”) is hereby reported as follows:

## **I. STATUS OF RELATED PARTY TRANSACTIONS IN 2024**

### **(i) General Status of Related Party Transactions**

In 2024, there were 47 transactions subject to review and disclosure as related party transactions, with an accumulated amount of RMB1,590.94 million that met the review and disclosure standards. The main types of transactions were capital utilization and service related party transactions, which were reported to the National Financial Regulatory Administration (“NFRA”) on a quarterly basis and disclosed in a consolidated manner by category.

### **(ii) New Material Related Party Transactions**

In 2024, the Company had no material related party transaction.

### **(iii) Implementation of the Unified Transaction Agreement**

The Company currently has no unified transaction agreements in execution.

### **(iv) Proportion of Related Party Transactions on Capital Utilisation**

In 2024, the ratios of each share and balance of the related party transactions in relation to the capital utilisation of the Company were in compliance with the regulatory requirements, and all of them were reported to the NFRA on a quarterly basis.

## II. EXECUTION OF RELATED PARTY TRANSACTIONS UNDER THE LISTING RULES

## (i) Routine Related Party Transactions of the Company and Holding Subsidiaries

In the ordinary course of business, the Company and its subsidiaries conduct ordinary transactions with certain counterparties in relation to the capital utilisation, sales of financial products and reinsurance. According to the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, at the thirty meeting of the ninth session of the Board of the Company, it was approved that the maximum amount of related party transactions between the Company and its subsidiaries and related parties in relation to the capital utilisation, sales of financial products and reinsurance in 2024, without the necessity for separate submission to the Board of Directors for consideration for each of such transactions. In 2024, the routine related party transactions in relation to the capital utilisation, sales of financial products and reinsurance are categorised and summarised as follows:

*Unit: RMB million*

No.	Related Party	Content of Transaction	Estimated Cap of Daily Related Party Transactions for 2024	Actual Amount as of 31 December 2024	Proportion to the Amount of Similar Transactions
1	Orient Securities Co., Ltd.	Bond trading	5,000	61	0.0039%
2	Hwabao Trust Co., Ltd.	Sales of financial products	3,200	230	0.0353%
3	Swiss Reinsurance Company Ltd	Reinsurance business	8,700	3,489	12.8027%

The abovementioned related party transactions in relation to ordinary operations are settled in cash, and were conducted by the Company in the course of its ordinary operations on normal commercial terms and on terms no better than those obtained from or provided to independent third parties on an arm's length basis with reference to the market price at the time of signing of the specific contract or execution of the transaction, and have no influence on the independence of the Company. None of the abovementioned daily related party transactions exceed the amount approved by the Board, and should be disclosed in the annual report of the Company in accordance with the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange* and other regulatory requirements.

**(ii) Implementation of the Framework Agreement for Continuing Related Party Transactions**

In order to standardise the transactions between the Company and its holding subsidiaries and Hwabao (Hwabao Trust, Hwabao WP Fund and Hwabao Securities), the Company entered into the Framework Agreement for Continuing Related Party Transactions with Hwabao. Accordingly, the Company and its holding subsidiaries have agreed with Hwabao to conduct transactions regarding the purchase and sale of bonds, bond pledge repurchase, subscription and redemption of securities investment funds, purchase of trust plans, sale of asset management products and pension guarantee products.

As of 31 December 2024, the implementation of the Framework Agreement for Continuing Related Party Transactions with Hwabao is as follows

*Unit: RMB million*

No.	Related party	Transaction type	Annual	Transaction
			cap as of 31 December 2024	amount as of 31 December 2024
1	Hwabao	Purchase and sale of bonds, bond pledge repurchase, subscription and redemption of securities investment funds, purchase of trust plans, sale of asset management products and pension guarantee products	20,000	720

**III. REVISION OF THE MANAGEMENT SYSTEM OF RELATED PARTY TRANSACTIONS**

In 2024, the Company has revised the *Management Measures on Related Party Transactions of China Pacific Insurance (Group) Co., Ltd.* (Tai Bao Fa [2024] No. 74) and the *Implementation Rules of Management Measures on Related Party Transactions of China Pacific Insurance (Group) Co., Ltd.* (Tai Bao Fa [2024] No. 119), and reported through the related party transaction supervision system.



**IV. IMPLEMENTATION OF MANAGEMENT SYSTEM FOR RELATED PARTY TRANSACTIONS**

In order to carry out the new regulatory requirements in full and prevent risks related to related party transactions, the Company and its subsidiaries attach great importance to and keep improving the management of related party transactions. The Company has built a management system of related party transactions that is in line with regulatory requirements, establishing a review and decision making mechanism with clear responsibilities and requiring each level to fulfil the responsibility of managing related party transactions. The Company also maintains coordinated measures and control, sets up a whole-process closed-loop management that covers list management, transaction identification, review, report disclosure and supervision, further strengthens the construction of the related party transaction management system and enhances the systematic management of the whole process. In 2024, the Company continuously improved the risk control and management effectiveness in respect of related party transactions, and ensured that related party transactions of the Company met the regulatory requirements, and complied with the principal of compliance, fairness and justice.

**(i) Improvement of the Management Structure for Related Party Transactions**

The Board of Directors of the Company is ultimately responsible for the management of related party transactions and has established an Audit and Related Party Transaction Control Committee comprising five directors, with an independent non-executive director as the Chairman. The Company has set up a cross-departmental Related Party Transaction Management Office at the management level, led by the chief compliance officer of the Company and comprising the heads of the Group's Legal Compliance Department, the Board of Directors' Office, the Human Resources Department, the Comprehensive Finance Department, the Asset Management Department, the Technology Management Department, the Risk Management Department, the Strategic Research Centre, and the Financial Sharing Centre. The office is responsible for the routine management of related party transactions and coordinating and pushing forward the establishment of the related party transaction management mechanism, and coordinating the connection of various management processes of related party transactions.

**(ii) Standardisation of Management of Information of Related Parties**

In accordance with regulatory requirements and the Company's internal management regulations, the Company continued to implement normalised mechanism management for the update of the list of related parties, and carried out the update, verification, review, release and submission of the list of related parties in a compliant and orderly manner; according to the regulatory requirements of the NFRA, the Company proactively collected information on substantial shareholders, insurance subsidiaries and other important related parties, and completed the supervision and submission of the list of related parties on time. At the same time, under the integrated management and control model for information of related parties, "following the general coordination of the Group and the self-governance of each of the legal person", all insurance member companies strictly implemented the regulatory requirements to update related party information files in a timely manner. They endeavoured to ensure a high-quality and effective management of list of related parties by accurately classifying related parties in accordance with regulatory rules and by legal entity, standardising the release of list of related parties, introducing third-party data verification services and engaging lawyers and accountants to offer professional assistance. As of 31 December 2024, the Company had 4,574 related legal persons, 427 related natural persons and 37 other organisations under the rules of the NFRA.

**(iii) Effective Execution of Review Procedures for Related Party Transactions**

The Company established a sound internal control mechanism of related party transactions, under which all parties involved in review of related party transactions should duly performed their duties, and records should be kept for review of key parts including business, finance and compliance. According to the policies and rules, major related party transactions will be submitted to the Board of the Company for approval upon reviewing by the Audit and Related Party Transactions Control Committee, while the Company and its relevant departments are authorised to review general related party transactions and shall file such transactions with the Related Party Transactions Control Committee on a regular basis.

In 2024, the Audit and Related Party Transaction Control Committee under the Board of Directors operated effectively, reviewed four topics on related party transactions according to regulatory rules, and formed and archived resolutions. In 2024, five meeting was held by the Related Party Transaction Management Office, and resolutions were formed and archived.

**(iv) Proper Information Disclosure and Reporting**

In compliance with the relevant regulations, the Company duly completed the information disclosure on related party transaction as well as a variety of reporting work. In accordance with the *Standards for the Disclosure of Information on Funds Utilisation by Insurance Companies No. 1: Related Party Transactions* (Bao Jian Fa [2014] No. 44) and the *Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions* (CBIRC Order No. 1 [2022]) issued by the CBIRC, the Company made public disclosure and reporting of information in respect of related party transactions in a timely manner through the Company's website and the website of Association of Insurance Industry. In 2024, the Company disclosed a total of 16 related party transactions item by item in accordance with NFRA requirements, and made consolidated disclosures by type of transaction within 30 days after the end of each quarter.

**(v) Regular Audit on Related Party Transactions**

According to regulatory requirements, the Audit Centre of the Company implemented a special audit of the management and internal control of related party transactions from January to December 2024, as well as the remediation of audit findings. Upon audit, the Group headquarters had no major problems in the updating and maintenance of related party information, identification and review of related party transactions, disclosure and reporting of information on related party transactions involved in the management of related party transactions.

**(vi) Strengthening the Construction of the Related Transaction Management System**

In view of the current management situation of the Company, in order to solve the pain points and problems in the management and control of related party transactions, the Company has launched a construction project of related party transaction management system and made every effort to push forward the system construction program to comprehensively upgrade the intelligent and informative management capability of the Company for related party transactions. Combining regulatory requirements, the Company has completed the data integration of the related party transaction management system and launched the initial functions to form a closed-loop management mechanism for the whole process of related party transactions, deepen the application of data analysis, and effectively enhance the ability to manage related party transaction risks.

Meanwhile, the Company further strengthened the data governance for related party transactions and the systematic support for data reporting in accordance with the EAST reporting requirements of the NFRA, to ensure the accuracy, completeness and timeliness of related party transaction data and comprehensively upgrade the level of data governance for related party transactions.

## V. KEY WORK IN THE NEXT STEP OF RELATED PARTY TRANSACTIONS MANAGEMENT

In recent years, the Company has attached great importance to the management of related party transactions, and has improved the mechanism for the management of related party transactions with the aim to ensure substantial transparency and prevent improper benefits transfer of benefits. In the next step, the Company will further improve the internal control mechanism for related party transactions, focus on the initiative and systematization of related party transaction management, and continuously strengthen the management effectiveness of the Company's related party transactions.

**Firstly, enhancing the implementation of policies.** On the basis of the revision and improvement of policies in 2024, the Company will promote the promotion and implementation of the related party transaction management policies, strengthen the daily management, guidance and supervision of member institutions, urge institutions at all levels to implement the legal person's main responsibility for the identification of related parties and the management of related party transactions, and implement the Group's requirements for the control and management of related party transactions level by level.

**Secondly, focusing on active verification.** The Company will continuously improve the active verification mechanism for related party information and the third-party data discrepancy verification mechanism, conduct multi-dimensional cross-validation and comparison of the extracted data through public information inquiry and other means to enhance the accuracy of the related party information and data. The Company will also enhance the effectiveness of the source identification of the Company's related party list to further ensure the accuracy and completeness of the information on related party transactions.

**Thirdly, improving system construction.** The Company will continuously promote the systematic and digital management of the whole process of related party transactions. Through the continuous upgrading and application of system functions, the Company will further enhance its risk penetration identification and monitoring capabilities, strengthen the governance of related party transaction data, improve the reporting quality of related party transaction data and the efficiency of related party transaction management, and effectively reduce relevant risks.

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## APPENDIX IX      ASSESSMENT REPORT ON INTERNAL TRANSACTIONS FOR THE YEAR 2024

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According to the *Guidelines for Consolidated Supervision of Insurance Groups* (Bao Jian Fa [2014] No. 96, the *Guidelines for Consolidated Supervision*), “the compliance department of the insurance group shall make annual assessment reports by evaluating the internal transactions of the group. Such annual assessment reports shall be submitted to the Board of Directors and the Board of Supervisors, and the Board of Directors shall report to the General Meeting annually.” The status of internal transactions of the Company and its member companies (the “**Group**”) for the year 2024 is hereby appraised as follows:

### I.      STATUS OF INTERNAL TRANSACTIONS IN 2024

#### (i)      Status of Internal Transactions

The Group set up the system for monitoring, reporting, controlling and handling the internal transactions, which was in compliance with the regulatory requirements of *Guidelines for Consolidated Supervision*. The Group continued to strengthen its internal transaction management through various internal control mechanisms and procedures, such as budget approval, contract signing, accounting and bookkeeping, and fund payment, and has established a mechanism for regular reconciliation of current accounts to further strengthen the closed-loop management of contracts and fund flows.

The internal transactions of the Group included capital increase, dividend payment, purchase or sale of commodities (providing or receiving labour services), lease and other types of transactions.

#### (ii)      New Material Internal Transactions

According to the *Statistical Rules for the Consolidated Supervision of Insurance Groups* (Bao Jian Fa [2016] No. 29), material internal transaction refers to “the transfer of assets, funds, services or other resources, labour, or obligations that occur between member companies of an insurance group (legal entities), where the amount of the transaction representing at least 1% of the net assets of the insurance group at the end of the previous year and exceeding

RMB5 million”. During the Reporting Period, there were two material internal transactions within the Group, details of which are as follows:

**1.     *Reinsurance Business between China Pacific Life Insurance Co., Ltd. (“CPIC Life”) and Pacific Health Insurance Co., Ltd. (“CPIC Health”)***

To further promote the cooperation in reinsurance business and clarify the rights and obligations of both parties, CPIC Life and CPIC Health renewed the Unified Transaction Agreement on 31 December 2023, effective from 1 January 2024 to 31 December 2026. The Unified Transaction Agreement was considered and approved by the Board of Directors of CPIC Life and CPIC Health. Both parties agreed to carry out reinsurance transactions within an amount not exceeding RMB8 billion in annual reinsurance premiums and to conduct accounting settlement and other matters in accordance with the reinsurance conditions as agreed in the reinsurance contract entered into during the term of the Agreement.

In accordance with the reinsurance ratios of specific products as agreed in the reinsurance list entered into by both parties, the amount of reinsurance premiums in 2024 is RMB3,597,631,254.82. The pricing of the transaction follows the principle of market orientation, takes into account the mode of cooperation in product research and development, sales support, operation and risk control, and ensures the fairness of the bidding mechanism based on market quotations, which is in line with the requirements of relevant laws and regulations, as well as the needs of business development and risk diversification, and is not detrimental to the interests of insurance companies, insurance consumers or related parties.

**2.     *Dividend Payment to China Pacific Insurance (Group) Co., Ltd. (the “Group”) by CPIC Life***

In order to support the Group’s external dividends and overall strategic layout, taking into account the profitability of CPIC Life in 2023 and the capital constraint requirements, the Company has developed a dividend payment plan from CPIC Life to the Group, i.e., based on the dividend of RMB0.81 per share and the number of equity shares held by the Group of 8,480,863,103, a dividend payment of RMB6,869,499,113.43 should be made by CPIC Life to the Group in 2024. The relevant dividend payment was approved by the Group’s Economic Management Committee as well as the Board of Directors and the general meeting of CPIC Life, with complete approval procedures and accurate accounts.

**(iii) Conclusion of the Appraisal on Internal Transactions**

Upon appraisal the Group's internal transactions were in line with the requirements of the relevant accounting standards and regulatory policies in terms of assets and liabilities, revenue recognition and regulatory indicators, and no problems such as overvaluation of assets, imbalance in the asset and liability structure, profit reconciliation were found. The overall financial position was sound and the risks were controllable. The approval process for internal transactions of the Group complied with regulatory requirements; the internal transactions have been conducted in accordance with the reasonable pricing and normal business standards, with neither damage to the clients' benefits nor unfavourable impact on the stability of the Group.

**II. MANAGEMENT SYSTEMS OF INTERNAL TRANSACTIONS**

In order to standardise the Group's consolidated management, effectively prevent the Group's operational risks and promote the healthy and stable development and high-quality development of the Group, the Company formulated in December 2022 and revised and improved the *Consolidated Management Measures of China Pacific Insurance (Group) Co., Ltd.* (Tai Bao Fa [2024] No. 107) in 2024 in accordance with the *Administration Rules on Supervision of Insurance Group Companies* (CBIRC Order No. 13 [2021]), the *Guidelines for Consolidated Supervision* and other regulatory regulations, which regulates the identification, analysis, evaluation, disclosure and reporting of internal transactions.

**III. STATUS OF SPECIAL AUDITS ON INTERNAL TRANSACTIONS**

Starting from 20 December 2024, the Group's Audit Centre commenced the special audit of the Group's consolidated management for 2024, which included the Group's internal transaction work for 2024, focusing on the establishment of internal transaction mechanisms and the assessment and reporting of internal transactions.